

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
842 ACP	ACP	Attachment	01/04/2001				MPSCFilingRedline.doc
843 ACP	ACP	Attachment	01/04/2001				MPSCFiling.doc
844 ACP	ACP	Email	01/03/2001	Dietrich-Alan	Hanson-Mike; Jacobsen-Eric; Leyendecker-Rodney; capatiza@phw.com	Anderson Bachman-Susan Dietrich-Alan	PSC Application Montana PSC application Department of Public Service/Regulation
845 ACP	ACP	Email	01/03/2001	Patrizia-Charles A.	Dietrich-Alan	Jacobsen-Eric	Attached email from Charles Patrizia to Alan Dietrich containing comments
846 ACP	ACP	Attachment	01/03/2001				Attached email from Charles Patrizia to Alan Dietrich containing comments
847 ACP	ACP	Attachment	01/03/2001				Draft Joint Application [containing C. Patrizia comments]
848 ACP	ACP	Attachment	01/03/2001				Email attaching draft MPSC filing
849 AWP	AWP	Email	01/03/2001	Jacobsen-Eric	Dietrich-Alan		MPSCFiling 12.31.00.doc
850 AWP	AWP	Attachment	01/03/2001				NORTHWESTERN BONDS - Business Description and Summary backup
851 ACP	ACP	Email	03/06/2002	Kline-Scott C.	Young-Michael; Dietrich-Alan; Pohn-Curtis	Har-Henry C.	NORTHWESTERNBONDS - Business Description and Summary (NSG) v2.DOC
852 ACP	ACP	Attachment	03/06/2002			Pohn-Curtis; evanmuholland@paulhastings.com; scottkline@paulhastings.com; Young-Michael	FW: Back-Up Documentation Business Description.DOC
853 ACP	ACP	Email	03/06/2002	Dietrich-Alan	Wagner-Dennis; Huber-Cory; Gross-Clyde; Hanson-Jana		RE: SD PUC Review SD PUC Review
854 ACP	ACP	Attachment	03/06/2002	Voytek-Michael	Dietrich-Alan	Jacobsen-Eric	FW: Form 10-K March 2001
855 ACP	ACP	Email	04/04/2002	Dietrich-Alan	mtchealvoytek@paulhastings.com		Attached draft Form 10-K [containing PHW comments]
856 ACP	ACP	Email	03/29/2002	Dietrich-Alan	Niemann-Michael L		FW: Draft of Northwestern Energy, LLC 10-K
857 ACP/AWP	AWP	Attachment	03/27/2002				Attached draft Form 10-K [containing PHW comments]
858 ACP/AWP	AWP	Email	03/26/2002	Kline-Scott C.	Dietrich-Alan; Young-Michael		Attached draft Form 10-K [containing PHW comments]
859 ACP/AWP	AWP	Attachment	03/26/2002				
860 ACP/AWP	AWP	Attachment	03/26/2002			Jacobsen-Eric; Dietrich-Alan; Knapp-Tom; Irving-Euclid A.; Voytek-Michael; Bayleat-Douglas R.	NW GM Legal Opinion & Officer's Certificate Northwestern Engineer's Certificate(v2).DOC
861 ACP/AWP	AWP	Email	11/11/2002	Levin-Janice E.	tasker@cravath.com		Northwestern Legal Opinion(v2).DOC
862 ACP/AWP	AWP	Attachment	11/11/2002				FW: Northwestern Corporation - Opinion of Counsel and Officer's Certificate
863 ACP/AWP	AWP	Attachment	11/11/2002				
864 ACP/AWP	AWP	Email	11/09/2002	Voytek-Michael	Jacobsen-Eric; Dietrich-Alan; Knapp-Tom	Irving-Euclid A.; McCarrick-James	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
865 ACP/AWP		Email	11/08/2002	Sachs-Omi	christopher_c_holly@bankone.com	Allen Karell (E-mail); Richard Scott (E-mail); Hanson-Mike (CEO); Dietrich-Alan; Marion-Michael P.; Irving-Eucild A.; Voytek-Michael; McCarrick-James; Showalter-Patricia	NorthWestern - Pollution Control Revenue Refunding Bonds Series 1993A
866 ACP/AWP		Attachment	11/08/2002				PCRB-1993A-MontanaOptionBL.pdf
867 ACP/AWP		Attachment	11/08/2002				PCRB-1993A-BandOption.pdf
868 ACP/AWP		Attachment	11/08/2002				PCRB-1993A-BandOptionBL.pdf
869 ACP/AWP		Attachment	11/08/2002				PCRB (1993 A Series) In-house Opinion [NOR\WDOC].DOC
870 ACP/AWP		Attachment	11/08/2002				PCRB (1993A Series) In-house Opinion [NWE\WDOC].DOC
871 ACP/AWP		Attachment	11/08/2002				NWE Opinion.pdf
872 ACP/AWP		Attachment	11/08/2002				PCRB-1993A-Assignment.pdf
873 ACP/AWP		Attachment	11/08/2002				PCRB-1993A-AssignmentBL.pdf
874 ACP/AWP		Attachment	11/08/2002				NorthWestern - Assignment of Transition Bonds
875 ACP/AWP		Attachment	11/08/2002				TransitionBonds-PHJWOption.pdf
876 ACP/AWP		Email	11/08/2002	Sachs-Omi	Allen Karell (E-mail); Hanson-Mike (CEO); Marion-Michael P.; Dietrich-Alan; Knapp-Tom	Voytek-Michael; Irving-Eucild A.; McCarrick-James; Showalter-Patricia	TransitionBonds-MontanaOption.pdf
877 ACP/AWP		Attachment	11/08/2002				NOR Opinion.pdf
878 ACP/AWP		Attachment	11/08/2002				Assignment Agreement [Transition Bonds].pdf
879 ACP/AWP		Attachment	11/08/2002				Forwarding email from Michael Voytek
880 ACP/AWP		Attachment	11/08/2002				Legal Opinion(V1).DOC
881 ACP/AWP		Attachment	11/08/2002				Officer's Certificate(V1).DOC
882 ACP/AWP		Attachment	11/08/2002	Trbble-Kimberly (Kim)	tlacker@cravath.com	Jacobson-Eric; Dietrich-Alan; Knapp-Tom; Irving-Eucild A.; Voytek-Michael	QUIPS-3rdSupplndenture-BL.pdf
883 ACP/AWP		Email	11/08/2002				NorthWestern - Assignment of 1st Mortgage
884 ACP/AWP		Attachment	11/08/2002				1stMortgage-OffCertNWE.pdf
885 ACP/AWP		Attachment	11/08/2002				1stMortgage-OffCertNWE-BL.pdf
886 ACP/AWP		Attachment	11/07/2002				1stMortgage-PHJWOption.pdf
887 ACP/AWP		Email	11/04/2002	Sachs-Omi	Knapp-Tom; Dietrich-Alan; Marion-Michael P.; Allan Karell (E-mail); Mary Scrim Dyre (E-mail); alamey@crowejoy.com	Irving-Eucild A.; McCarrick-James; Voytek-Michael	1stMortgage-PHJWOptionBL.pdf
888 ACP/AWP		Attachment	11/04/2002				First Mgt In-house Good Standing Opinion (Montana)(v5).DOC
889 ACP/AWP		Attachment	11/04/2002				
890 ACP/AWP		Attachment	11/04/2002				
891 ACP/AWP		Attachment	11/04/2002				
892 ACP/AWP		Attachment	11/04/2002				
893 ACP/AWP		Attachment	11/04/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
894 ACP/AWP	Attachment	Attachment	11/04/2002				First Mortgage - In-house Opinion (NORI(v1).DOC
895 ACP/AWP	Attachment	Attachment	11/04/2002				First Mortgage - Company Application(v6).DOC
896 ACP/AWP	Attachment	Attachment	11/04/2002				First Mortgage - Company Application(v600).DOC
897 ACP/AWP	Attachment	Attachment	11/04/2002				1stMortgage-22ndSuppIndemntBL.pdf
898 ACP/AWP	Attachment	Attachment	11/04/2002				1stMortgage-22ndSuppIndemntBL.pdf
899 ACP/AWP	Attachment	Attachment	11/04/2002				1stMortgage-MortgageOptionBL.pdf
900 ACP/AWP	Attachment	Attachment	11/04/2002				UCC1 schedule [DE].pdf
901 ACP/AWP	Attachment	Attachment	11/04/2002				UCC1 Statement [DE].pdf
902 ACP/AWP	Email		11/05/2002	Sachs-Omri	Krapp-Tom; Dietrich-Alan; Marion-Michael P. Allan Karel (E-mail); Richard Scott (E-mail); Terence O'Meara (E-mail)	Irving-Euclid A.; McCarrick-James; Voytek-Michael	NorthWestern - Assignment of Pollution Control Revenue Refunding Bonds Series 1993A
903 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB-1993A-AssignmentBL.pdf
904 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB-1993A-AssignmentBL.pdf
905 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB (1993 A Series) In-house Opinion (NORI(v2).DOC
906 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB (1993 A Series) In-house Opinion (NORI(v2).DOC
907 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB (1993 A Series) In-house Opinion (NORI(v2).DOC
908 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB (1993A Series) In-house Opinion (NWEI(v2).DOC
909 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB (1993A Series) In-house Opinion (NWEI(v2).DOC
910 ACP/AWP	Email		11/05/2002	Hong-Jennifer L.	Dietrich-Alan; Krapp-Tom; Monaghan-David A. Marion-Michael P. Lopach-Dennis	Patrizia-Charles; Voytek-Michael; Schartenberg-William P.	NorthWestern Energy LLC FERC EWG Application
911 ACP/AWP	Attachment	Attachment	11/05/2002				NorthWestern Energy, LLC EWG Application(v1).DOC
912 ACP/AWP	Email		11/05/2002	Sachs-Omri	Krapp-Tom; Dietrich-Alan; Marion-Michael P. Allan Karel (E-mail); Richard Scott (E-mail); Terence O'Meara (E-mail)	Irving-Euclid A.; McCarrick-James; Voytek-Michael	NorthWestern Assignment of Pollution Control Revenue Refunding Bonds Series 1993B
913 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB-1993B-AssignmentBL.pdf
914 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB-1993B-AssignmentBL.pdf
915 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB-1993B-MortgageOptionBL.pdf
916 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB-1993B-MortgageOptionBL.pdf
917 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB-1993B-BondOptionBL.pdf
918 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB-1993B-BondOptionBL.pdf
919 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB (1993B Series) In-house Opinion (NORI(v2).DOC
920 ACP/AWP	Attachment	Attachment	11/05/2002				PCRB (1993B Series) In-house Opinion (NORI(v2).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
921	ACP/AWP	Attachment	11/05/2002				PCRB (1993B Series) In-house Opinion [NWE]v2).DOC
922	ACP/AWP	Attachment	11/05/2002				PCRB (1993B Series) In-house Opinion [NWE]vDOC).DOC
923	ACP/AWP	Attachment	11/05/2002				PCRB-1993B-OffCert.pdf
924	ACP	Email	11/05/2002	Dietrich-Alan	Sacks-Omri		RE: NorthWestern - Assignment of Unsecured Medium Term Notes
925	ACP/AWP	Attachment	11/05/2002				Attached draft letter from Alan Dietrich re: MPC Natural Gas Funding Trust, 6.20% Transition Bonds - Proposed Asset Transfer by NorthWestern Energy, L.L.C. (f/k/a The Montana Power, L.L.C., as successor by merger to The Montana Power Company) to NorthWestern Corporation
926	ACP/AWP	Attachment	11/05/2002				Attached draft letter from Alan Dietrich to Bank of New York
927	ACP/AWP	Email	11/04/2002	Sacks-Omri	Knapp-Tom; Dietrich-Alan; Marion-Michael P	Inring-Euclid A.; McCormick-James; Voytek-Michael	NorthWestern - Assignment of Unsecured Medium Term Notes
928	ACP/AWP	Attachment	11/04/2002				MTN-2ndSupplndentureBL.pdf
929	ACP/AWP	Attachment	11/04/2002				MTN-2ndSupplndentureBL.pdf
930	ACP/AWP	Attachment	11/04/2002				MTN-OffCertWE.pdf
931	ACP/AWP	Attachment	11/04/2002				MTN-OffCertWE-BL.pdf
932	ACP/AWP	Attachment	11/04/2002				MTN-PHIWOpinionBL.pdf
933	ACP/AWP	Attachment	11/04/2002				MTN-PHIWOpinionBL.pdf
934	ACP/AWP	Email	11/04/2002	Sacks-Omri	Knapp-Tom; Dietrich-Alan; Marion-Michael P	Inring-Euclid A.; McCormick-James	NorthWestern - Assignment of QUIPS
935	ACP/AWP	Attachment	11/04/2002				QUIPS-3rdSupplndenture.pdf
936	ACP/AWP	Attachment	11/04/2002				QUIPS-3rdSupplndenture-BL.pdf
937	ACP/AWP	Attachment	11/04/2002				QUIPS-OffCertWE.pdf
938	ACP/AWP	Attachment	11/04/2002				QUIPS-OffCertWE-BL.pdf
939	ACP/AWP	Attachment	11/04/2002				QUIPS-PHIWOpinionBL.pdf
940	ACP/AWP	Attachment	11/04/2002				QUIPS-PHIWOpinionBL.pdf
941	ACP/AWP	Attachment	11/04/2002				QUIPS - In-house Opinion [NOR]v1).DOC
942	ACP/AWP	Attachment	11/04/2002				QUIPS-AssumptionGuaranteeBL.pdf
943	ACP/AWP	Attachment	11/04/2002				QUIPS-AssumptionGuaranteeBL.pdf
944	ACP/AWP	Attachment	11/04/2002				QUIPS-AssignmentAgreementsBL.pdf
945	ACP/AWP	Attachment	11/04/2002				QUIPS-AssignmentAgreementsBL.pdf
946	ACP/AWP	Attachment	11/04/2002				QUIPS Company Order(v7).DOC
947	ACP/AWP	Attachment	11/04/2002				QUIPS Company Order(vDOC).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
948 ACP/AWP		Email	11/04/2002	Sachs-Omri	Knaap-Toni; Dietrich-Alan; Marion-Michael P; Allan Karell (E-mail)	Irving-Eucild A.; McCarrick-James; Voytek-Michael; Steven Ruffatto (E-mail)	NorthWestern - Assignment of Transition Bonds
949 ACP/AWP		Attachment	11/04/2002				TransitionBonds-Assignment.pdf
950 ACP/AWP		Attachment	11/04/2002				TransitionBonds-AssignmentBL.pdf
951 ACP/AWP		Attachment	11/04/2002				TransitionBonds-OffCertNWE.pdf
952 ACP/AWP		Attachment	11/04/2002				TransitionBonds-OffCertNWE-BL.pdf
953 ACP/AWP		Attachment	11/04/2002				TransitionBonds-PHJWOpinionBL.pdf
954 ACP/AWP		Attachment	11/04/2002				TransitionBonds-MontanaOpinion.pdf
955 ACP/AWP		Attachment	11/04/2002				NG Transition Bonds Montana Power: In house opinion(v5).DOC
956 ACP/AWP		Attachment	11/04/2002				NG Transition Bonds Montana Power: In house opinion(vDOC).DOC
957 ACP/AWP		Attachment	11/04/2002				NG Transition Bonds Northwestern In house opinion(v2).DOC
958 ACP/AWP		Attachment	11/04/2002				NG Transition Bonds Northwestern In house opinion(vDOC).DOC
959 ACP/AWP		Attachment	11/04/2002				TransitionBonds-MontanaOpinionBL.pdf
960 ACP/AWP		Attachment	11/04/2002				
961 ACP/AWP		Email	11/04/2002	Shawalter-Patricia	Jacobsen-Eric; Orme-Kipp; Walsh-Richard P.; Dietrich-Alan; Marion-Michael P.; Lopach-Dennis; Asay-John P (Pat); Reardon-Pat; Ng-Emilie; Schum-Roger; Donna Header (E-mail); Young-Michael; Thompson-Mark; Mike Nerman (E-mail); Whitesel-Kurt; Noland-Lan; VanCamp-John; Kovash-Kath K; Steve Ruffatto (E-mail); Leslie Thomson (E-mail); Mary Dyre (E-mail); Irving-Eucild A.; Knaap-Toni; Patricia-Charles; Hong-Jennifer L.; Scharfberg-William P.; Ruston-Lisa K.; Crowe-Christina M.; McCarrick-James; Sachs-Omri; Balyeat-Douglas R.; Conboy-Kevin; Schwartz-Melissa C.; Coddon-Eve; Gibau-Heyman-Sharon; DeGrandis-Bill D.; Kline-Scott C.; Gerrard-Nicole; Altovelli-John J.; Shmulewitz-Jennifer	Voytek-Michael; Levin-Janice E.	Email attaching current versions of the Time and Responsibility Checklists and containing comments by Patricia Shawalter and Michael Voytek
962 ACP/AWP		Attachment	11/04/2002				Marked - Time and Responsibility Checklist - Flat Structure Closing.doc
963 ACP/AWP		Attachment	11/04/2002				Clean - Time and Responsibility Checklist - Flat Structure Closing.doc
964 ACP/AWP		Attachment	07/31/2002				MPC_RestructuringMemo.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
965 ACP/AWP	Attachment	Attachment	07/29/2002				MPC Restructuring/Phes.DOC
966 ACP/AWP	Attachment	Attachment	07/31/2002				QuipMemo.doc
967 ACP/AWP	Attachment	Attachment	07/25/2002				QuipRies.DOC
968 ACP/AWP	Email	Email	10/31/2002	Voytek-Michael	Irving-Eucida A.; Dietrich-Alan	Shawalter-Patricia	FW: Northwestern -- assignment agreement of IP_v1.DOC
969 ACP/AWP	Email	Email	11/01/2002	Dietrich-Alan	Devore-Michael		FW: Northwestern -- assignment agreement of IP_v1.DOC
970 ACP/AWP	Attachment	Attachment	10/31/2002				Northwestern -- assignment agreement of IP_v1.DOC
971 ACP/AWP	Email	Email	10/04/2002	Stanford-Marcia	Dietrich-Alan	Weiler-Steven	Northwestern Notice of Succession
972 ACP/AWP	Attachment	Attachment	10/04/2002				Northwestern Tariff (cleaned version).DOC
973 ACP/AWP	Attachment	Attachment	10/04/2002				NW-Notice of Succession.DOC
974 AWP	Email	Email	10/03/2002	Knaapp-Tom	Dietrich-Alan		FW: NG Transition Bonds Northwestern - Assignment and Assumption Agreement
975 AWP	Attachment	Attachment	10/03/2002				Northwestern- Assignment and Assumption Agreement - Natural Gas Bonds(v6).DOC
976 ACP/AWP	Email	Email	10/03/2002	Dietrich-Alan	Knaapp-Tom		FW: NG Transition Bonds Northwestern in house opinion_v1.DOC
977 ACP/AWP	Email	Email	10/03/2002	Knaapp-Tom	Dietrich-Alan	Omnisachs@paulhastings.com	FW: NG Transition Bonds Northwestern in house opinion_v1.DOC
978 ACP/AWP	Attachment	Attachment	10/03/2002				NG Transition Bonds Northwestern in house opinion_v1.DOC
979 ACP/AWP	Email	Email	09/25/2002	Knaapp-Tom	Dietrich-Alan		FW: Colstrip Lease Documents
980 ACP/AWP	Attachment	Attachment	08/23/2002				Colstrip PHLW Tax Option_v4.DOC
981 ACP/AWP	Attachment	Attachment	08/23/2002				Colstrip PHLW Contract Compliance Option_v3.DOC
982 ACP/AWP	Attachment	Attachment	09/27/2002				Colstrip Leases Assumption Agreement_v5.DOC
983 ACP/AWP	Attachment	Attachment	09/27/2002				Colstrip Officer's certificate NOR_v4.DOC
984 ACP/AWP	Attachment	Attachment	09/27/2002				Colstrip consent by Corporate Owner Trustee, Owner Trustee, Indenture Trustee and Owner Participant_v4.DOC
985 ACP/AWP	Attachment	Attachment	09/27/2002				Colstrip Crowley Montana Tax Option_v3.DOC
986 ACP/AWP	Email	Email	09/27/2002	Dietrich-Alan	Knaapp-Tom		FW: Colstrip Lease Documents
987 ACP/AWP	Email	Email	09/25/2002	Knaapp-Tom	Dietrich-Alan		FW: Colstrip Lease Documents
988 ACP/AWP	Attachment	Attachment	08/23/2002				Colstrip PHLW Tax Option_v4.DOC
989 ACP/AWP	Attachment	Attachment	08/23/2002				Colstrip PHLW Contract Compliance Option_v3.DOC
990 ACP/AWP	Attachment	Attachment	09/27/2002				Colstrip Leases Assumption Agreement_v5.DOC
991 ACP/AWP	Attachment	Attachment	09/27/2002				Colstrip Officer's certificate NOR_v4.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
992 ACP/AWP	Attachment	Attachment	09/27/2002				Coisling consent by Corporate Owner Trustee, Owner Trustee, Indenture Trustee and Owner Participant_v4.DOC
993 ACP/AWP	Attachment	Attachment	09/27/2002				Coisling Crowley Montana Tax Opinion_v3.DOC
994 ACP	Email	Email	09/12/2002	Knaapp-Tom	Haeder-Donna	Coleman-Patrick;DeJong-Amy;Dietrich-Alan	RE: Going Flat Transaction
995 ACP/AWP	Attachment	Attachment	09/12/2002				northwestern energy restructuring summary description(v1).DOC
996 ACP/AWP	Email	Email	08/29/2002	Knaapp-Tom	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp	FW: MPC Natural Gas Funding Trust, 6.20% Transition Bonds
997 ACP/AWP	Attachment	Attachment	08/30/2002				Northwestern - NGFT - Officer's Certificate_v5.DOC
998 ACP/AWP	Attachment	Attachment	08/30/2002				MPC Natural Gas - Montana opinion_v6.DOC
999 ACP/AWP	Attachment	Attachment	08/30/2002				Northwestern- Assignment and Assumption Agreement - Natural Gas Bonds_v5.DOC
1000 ACP/AWP	Attachment	Attachment	08/30/2002				MPC natural Gas Bonds - Form of Letter to Issuer Trustee and Rating Agencies_v3.DOC
1001 ACP/AWP	Attachment	Attachment	08/30/2002				MPC Natural Gas - PHJW Opinion_v4.DOC
1002 ACP/AWP	Attachment	Attachment	08/30/2002				NG Transition Bonds Montana Power, In house opinion_v3.DOC
1003 ACP/AWP	Email	Email	08/29/2002	Dietrich-Alan	Knaapp-Tom		RE: MPC Natural Gas Funding Trust, 6.20% Transition Bonds
1004 ACP	Email	Email	08/23/2002	Knaapp-Tom	Assy-John P (Pat); Dietrich-Alan; Jacobsen-Eric; Kovash-Kaith K; Lopach-Dennis; Marion-Michael P.; Nieman-Michael L; Nolander-Jan; Orme-Kipp; Pearson-Pat; VanCamp-John; Walsh-Richard P; Whitesel-Kurt; Young-Michael	Hanson-Mike	Time and Responsibility Checklist for Going Flat Closing
1005 ACP	Attachment	Attachment	08/29/2002				Time and Responsibility Checklist - Flat Structure Closing(v8).DOC
1006 ACP	Attachment	Attachment	08/23/2002				Appendices to TR Checklist(v1).DOC
1007 ACP/AWP	Email	Email	11/27/2002	Balveat-Douglas R.	Dietrich-Alan	Voytek-Michael	RE: Workers' Compensation Self-Insurance
1008 ACP/AWP	Attachment	Attachment	11/27/2002				Transfer Agr (SODD)(v19).DOC
1009 ACP	Email	Email	11/21/2002	Knaapp-Tom	Hanson-Mike	Dietrich-Alan	FW: Going Flat

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1010	ACP	Email	11/21/2002	Knaap, Tom	Tribble-Kimberly (Kim) S.; Hong, Jennifer L.; Dietrich-Alan; Scharfenberg, William P.; Ruston, Lisa K.; Crowe-Christine M.; Conboy-Kevin; Schwartz-Melissa C.; sruffatto@crowleylaw.com; moyer@crowleylaw.com; Marston-Michael P.; Coddon-Eve; Brockman-Rona L.; Walsh-Richard P.; Asay, John P. (Pat); Gibau-Heyman-Sharon; Shmulewitz-Jennifer; lthomson@crowleylaw.com; Altorelli, John J.; Sparks-McCartick (E-mail); omitsachs@paulhastings.com; Young-Michael; Dietrich-Alan; Whitesel, Kurt	Irving-Eucild A.; Balyeat-Douglas R.; Showalter-Patricia; Voytek-Michael; thomaspollcock@paulhastings.com; Patricia-Charles; Hanson-Mike (CEO); Orme-Kipp	RE: Going Flat
1011	ACP	Email	11/21/2002	S. Tribble-Kimberly (Kim)	Hong, Jennifer L.; Dietrich-Alan; Scharfenberg, William P.; Ruston, Lisa K.; Crowe-Christine M.; Conboy-Kevin; Schwartz-Melissa C.; sruffatto@crowleylaw.com; moyer@crowleylaw.com; Marston-Michael P.; Coddon-Eve; Brockman-Rona L.; Walsh-Richard P.; Asay, John P. (Pat); Gibau-Heyman-Sharon; Shmulewitz-Jennifer; lthomson@crowleylaw.com; Altorelli, John J.	Irving-Eucild A.; Knaap, Tom; Balyeat-Douglas R.; Showalter-Patricia; Voytek-Michael	FW: Going Flat
1012	ACP/AWP	Email	11/14/2002	Gernard-Nicole	Orme-Kipp	Jacobsen-Eric; Smook-Karen; Dietrich-Alan; Schrum-Roger; Kline-Scott C.	Going Flat Filing 8-K re NOR Going Flat(v3).DOC
1013	ACP/AWP	Attachment	11/14/2002				Asset and Stock Transfer Agreement - NOR and NWE(v1).DOC
1014	ACP/AWP	Attachment	11/14/2002				Press Release re NOR Going Flat(v3).DOC
1015	ACP/AWP	Attachment	11/14/2002				Asset and Stock Transfer Agreement - NOR and NWE(v2).DOC
1016	ACP/AWP	Attachment	11/14/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1017	ACP/AWP	Email	11/11/2002	Stowell-Patricia	Jacobson-Eric; Orme-Kipp; Walsh-Richard P.; Dietrich Alan; Marion-Michael P.; Lopach-Dennis; Asay-John P. (Pat); Reardon-Pat; Ng-Emilie; Schrum-Roger; Donna Hecker (E-mail); Young-Michael; Thompson-Mark; Mike Neiman (E-mail); Whitesel-Kurt; Noland-Jean; VanCamp-John; Kovash-Kath K.; Steve Ruffato (E-mail); Leslie Thomson (E-mail); Mary Dye (E-mail); Irving-Eugene A.; Knapp-Toni; Patricia-Charles; Hong-Jennifer L.; Schaferberg-William P.; Ruston-Lisa K.; Crowe-Christine M.; McCarlick-James; Sachs-Omit; Baiyeat-Douglas R.; Conboy-Kevin; Schwartz-Melissa C.; Coddon-Eve; Gibau-Heyman-Sharyn; DeGrandis-Bill D.; Kline-Scott C.; Gerard-Nicole; Altonelli-John J.; Shmulewitz-Jennifer	Voytek-Michael; Levin-Jamie E.	Revised Time and Responsibility Checklist
1018	ACP/AWP	Attachment	11/11/2002				Time and Responsibility Checklist - Flat Structure Closing (clean).doc
1019	ACP/AWP	Attachment	11/11/2002				Time and Responsibility Checklist - Flat Structure Closing (marked).doc
1020	ACP/AWP	Email	11/14/2002	Sachs-Omit	Dietrich-Alan	McCarlick-James	Colstrip Leases Assumption Agreement_v7.DOC
1021	ACP/AWP	Attachment	11/14/2002		Dietrich-Alan	McCarlick-James	Colstrip Leases Assumption Agreement_v7.DOC
1022	ACP/AWP	Email	11/14/2002	Sachs-Omit			Colstrip Leases Assumption Agreement_v7.DOC
1023	ACP/AWP	Attachment	11/14/2002				Colstrip Officer's certificate NOR(v6).DOC
1024	ACP/AWP	Attachment	11/14/2002				Colstrip consent by Corporate Owner Trustee, Owner Trustee, Indenture Trustee and Owner Participant(v6).DOC
1025	ACP/AWP	Attachment	11/14/2002				Colstrip PHJW Contract Compliance Opinion(v5).DOC
1026	ACP/AWP	Attachment	11/14/2002				Colstrip PHJW Tax Opinion(v5).DOC
1027	ACP/AWP	Attachment	11/14/2002				Option letter(v2).DOC
1028	ACP/AWP	Attachment	11/14/2002				Tax Opinion Letter 10-4-02 - 2nd version.doc
1029	ACP/AWP	Email	11/13/2002	Dietrich-Alan	Peterson-JoAnne		certificate
1030	ACP/AWP	Attachment	11/13/2002				CERT-RES8.DOC
1031	ACP/AWP	Email	01/06/2003	Patrizia-Charles	Jacobson-Eric; Dietrich-Alan	Knapp-Toni; Pollock-Thomas R.; Hong-Jennifer L.	FW: HP Digital Sender Module Document
1032	ACP/AWP	Attachment	01/06/2003				Document.pdf
1033	ACP/AWP	Email	10/17/2002	Knapp-Toni	Dietrich-Alan		FW: NorthWestern - Going Flat Transaction
1034	ACP/AWP	Attachment	10/17/2002				Time and Responsibility Checklist - Flat Structure Closing(v11).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1033	ACP/AWP	Attachment	10/17/2002	Dietrich-Alan	Jacobsen-Eric		Time and Responsibility Checklist - Flat Structure Closing(vDOC).DOC
1038	ACP	Email	04/02/2002	Dietrich-Alan			Northwestern Corporation 10-K
1037	ACP/AWP	Email	03/07/2001	Dietrich-Alan	Young-Michael	Jacobsen-Eric; Anderson Bachman-Susan; Umko-Lof	10-K Draft - Initial Comments
1038	ACP/AWP	Attachment	03/07/2001				2001 Form 10-KADDCComments.doc
1039	ACP/AWP	Attachment	03/07/2001				NOR2000RestatedCertificateofInc.doc
1040	ACP/AWP	Attachment	03/07/2001				NORBy-Laws2001.DOC
1041	ACP/AWP	Attachment	03/07/2001				StockOptionAmend2001.doc
1042	ACP/AWP	Attachment	03/07/2001				NORPerformancePlan.doc
1043	ACP/AWP	Email	03/27/2002	Kline-Scott C.	Vesco-Elaime A	Dietrich-Alan	Form 10-K March 2001
1044	ACP/AWP	Attachment	03/27/2002				Attached draft Form 10-K [containing PLAW comments]
1045	ACP/AWP	Email	03/30/2002	Petersen-Mark	Dietrich-Alan	Taylor-Michael; Weitz-Mark	Section 16 Reporting
1046	ACP/AWP	Email	08/29/2002	Petersen-Mark	Dietrich-Alan		Section 16 Info-DRAFT
1047	ACP/AWP	Email	03/26/2002	Dietrich-Alan	Buss-Joylynn; scottkline@paulhastings.com	Jacobsen-Eric	10-K [containing comments in email and attached drafts]
1048	ACP/AWP	Email	03/26/2002	Jacobsen-Eric	Dietrich-Alan; Buss-Joylynn		FW: 10-K Draft
1049	ACP/AWP	Attachment	03/26/2002				10-K version 3-26-02.DOC
1050	ACP/AWP	Attachment	03/26/2002				AA Resp Exhibit 88.doc
1051	ACP	Email	03/20/2002	Buss-Joylynn	Hyland-Richard; Jacobsen-Eric; Orme-Kipp; Young-Michael; Whitesel-Kurt; scottkline@paulhastings.com; Craig Arends (E-mail); Dave Olson (E-mail); Dietrich-Alan		Form 10-K Draft
1052	ACP	Attachment	03/20/2002				10-K Draft 3_20_02.DOC
1053	ACP/AWP	Email	03/20/2002	Dietrich-Alan	Buss-Joylynn; Young-Michael		FW: NOR 10-K
1054	ACP/AWP	Attachment	03/20/2002				NORTHWESTERN ANNUAL DISCLOSURE DOCUMENTS - 2001 10-K draft(v1).DOC
1055	ACP/AWP	Email	08/14/2003	Kline-Scott C.	Dietrich-Alan		Attached Attachments
1056	ACP/AWP	Attachment	08/14/2003				NOR - Draft Expans Note_v2.DOC
1057	ACP/AWP	Attachment	08/14/2003				NOR- Draft Expans Omnibus Resolutions_v2.DOC
1058	ACP	Email	11/14/2002	Gernard-Nicole	Orme-Kipp	Jacobsen-Eric; Smock-Karen; Dietrich-Alan; Schrum-Roger; Kline-Scott C.	Going Flat Filing
1059	ACP/AWP	Email	09/12/2003	Sparks-M Kathleen	Dietrich-Alan		RE: Address to Send Stock Certificates
1060	ACP/AWP	Attachment	08/27/2002				Stock Certificate It.doc
1061	ACP/AWP	Attachment	09/12/2003				Going Flat Closing Index.doc
1062	ACP	Email	03/29/2002	Dietrich-Alan	scottkline@paulhastings.com	Buss-Joylynn; Young-Michael; Jacobsen-Eric	FW: Northwestern Corporation 10-K405 Proof Files
1063	ACP/AWP	Email	02/13/2002	Johnson-Joseph T.	Dietrich-Alan		FW: NOR - Flyish - U-1 for 3/4/3_v3.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1064 ACP/AWP	Email	Attachment	02/13/2002	Dietrich-Alan	josephjohnson@paulhastings.com; Charles Panza (Email); juedidw@paulhastings.com		FW: NOR - Flyfish - U-1 for 3(a)3, v4.DOC
1065 AWP	Attachment		02/13/2002				NOR - Flyfish - U-1 for 3(a)3, v3.DOC
1066 ACP	Email		08/09/2002	Gerrard Nicole	Senectel-Ellen M; Dietrich-Alan; Orme-Kipp; Hanson-Mike (CEO)	Smock-Karen; Bohner-Corinne; Kline-Scott C.	Additional documents for signature today
1067 ACP/AWP	Email		02/11/2002	Hong-Jennifer L.	Dietrich-Alan	Krapp-Thomas J.	FW: Revised Draft Opinion Letter
1068 ACP/AWP	Attachment		02/11/2002				Static copy of Revised Draft Opinion Letter.doc
1069 ACP/AWP	Email		08/09/2002	Gerrard Nicole	Orme-Kipp; Whitesel-Kurt	Dietrich-Alan	Documents for signature today
1070 AWP	Attachment		08/09/2002				Appointment of Admin Trustees of MPCI - Senectel and Pederson(v3).DOC
1071 AWP	Attachment		08/09/2002				Amendment of Trust Agreement of MPCI - Senectel and Pederson(v3).DOC
1072 ACP	Email		08/09/2002	Smock-Karen	nicolegerrard@paulhastings.com	Dietrich-Alan; Flander-Paula	FW: Documents for signature today
1073 ACP/AWP	Email		11/19/2001	Pollock-Thomas R.	Jacobsen-Eric; Dietrich-Alan		FW: Northwestern - Debt and Equity Charts
1074 ACP/AWP	Attachment		11/19/2001				Organization Debt Chart - Northwestern(v4).DOC
1075 ACP/AWP	Attachment		11/19/2001				Organization Equity Chart - Northwestern(v4).DOC
1076 ACP/AWP	Email		08/02/2002	Gerrard Nicole	Jacobsen-Eric; Dietrich-Alan	Pollock-Thomas R.; Zuppone-Michael; Kline-Scott C.	NOR - Going Flat - Step One Documents
1077 AWP	Attachment		08/02/2002				Company Order - NOR - LLC(v3).DOC
1078 AWP	Attachment		08/02/2002				Second Supplemental Indenture - NOR - LLC(v8).DOC
1079 AWP	Attachment		08/02/2002				Amendment to Guarantee Agreement(v7).DOC
1080 AWP	Attachment		08/02/2002				Legal Opinion re Assumption by NOR of NE LLC Obligations re Indenture(v4); SAN FRANCISCO
1081 AWP	Attachment		08/02/2002				Officer's Certificate in Support of NOR Assumption of NE LLC's Obligations re Indenture(v4).DOC
1082 AWP	Attachment		08/02/2002				Legal Opinion re Assumption by NOR of NE LLC Obligations re Guarantee(v4).DOC
1083 AWP	Attachment		08/02/2002				Officer's Certificate in Support of NOR Assumption of NE LLC's Obligations re Guarantee(v4).DOC
1084 AWP	Attachment		08/02/2002				Assumption Agreement re Trust Agreement - NOR NE LLC(v6).DOC
1085 AWP	Attachment		08/02/2002				Supplemental Listing Application re Additional Guarantor and Obligor under QULP(v2).DOC
1086 AWP	Attachment		08/02/2002				Option in support of Supplemental Listing Application re additional guarantor and obligor of QULP(v3).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	OC	Subject
1087 AWP		Attachment	08/02/2002				Form 8-A MPCL(V3).DOC
1088 AWP		Attachment	08/02/2002				NE LLC Secretary's Certificate(V2).DOC
1089 AWP		Attachment	08/02/2002				Company Order re execution NOR & NE LLC Guarantee(V3).DOC
1090 AWP		Attachment	08/02/2002				NOR Secretary's Certificate(V1).SAN FRANCISCO
1091 AWP		Attachment	08/02/2002				Form 15 of NE LLC(V3).DOC
1092 ACP/ACP		Email	10/25/2002	Tribble-Kimberly (Klm)	Jacobsen-Eric; Orme-Klpp; Walsh-Richard P.; Dietrich Alan; Marion-Michael P.; Lopez-Dennis; Asay-John P. (Pat); Reardon-Pat; Ng-Emilie; Schrum-Roger; donna.header@northwestern.com; Young-Michael; Thompson-Mark; mike.nelman@northwestern.com; Whitesel-Kurt; Noland-Jean; VanCamp-John; Kovash-Kath K.; snuffatto@crowleylaw.com; jthomson@crowleylaw.com; mdyre@crowleylaw.com; Irving-Eucild A.; Krapp-Toni; Patricia-Charles; Hong-Jennifer L.; Scharfenberg-William P.; Rushon-Lisa K.; Crowe-Christine M.; McCarrick-James; Sachs-Omri; Balyeat-Douglas R.; Conboy-Kevin; Schwartz-Melissa C.; Coddon-Eve; Gibau-Heyman-Shayri; DieGrandis-Bill D.; Kline-Scott C.; Gerard-Nicole; Attorelli-John J.; Shmulewitz-Jennifer; Showalter-Patricia	Voytek-Michael; Levin-Jance E.	NorthWestern/Restructuring of NorthWestern Energy Time and Responsibility Checklist - Pat Structure Closing(V12).DOC
1093 ACP/ACP		Attachment	10/25/2002				FW: Montana Power Capital I - Replacement of Administrative Trustees
1094 ACP		Email	08/05/2002	Kline-Scott C.	Dietrich-Alan		FW: Montana Power Capital I - Replacement of Administrative Trustees
1095 AWP		Email	08/05/2002	Kline-Scott C.	Dietrich-Alan		Amendment of Trust Agreement of MPCL - Senechal and Pederson(V2).DOC
1096 AWP		Attachment	08/05/2002				Appointment of Admin Trustees of MPCL - Senechal and Pederson(V2).DOC
1097 AWP		Attachment	08/05/2002				Resignation of Admin Trustees of MPCL - Senechal and Pederson(V2).DOC
1098 AWP		Attachment	08/05/2002				NOR/NWE Applications
1099 ACP/ACP		Email	10/22/2002	Hong-Jennifer L.	Dietrich-Alan; Jacobsen-Eric	Patrizia-Charles	MPSC Application for Mortgage Bond(V1).DOC
1100 ACP/ACP		Attachment	10/22/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1101	ACP/AWP	Attachment	10/22/2002				MPSC Application for PHCA determination(v1).DOC
1102	ACP/AWP	Attachment	10/22/2002				NOI Securities Application for 1st Mortgage Bond(v1).DOC
1103	ACP/AWP	Email	10/15/2002	Voytek-Michael	Dietrich-Alan; Krapp-Tom		Montana Restructuring - Courtesy Notice to Trustee under NOIRs GM I
1104	ACP/AWP	Attachment	10/15/2002				FW energy letter(v2).DOC
1105	ACP/AWP	Email	09/17/2002	Dietrich-Alan	Krapp-Tom	Orme-Kipp	First Mortgage
1106	ACP/AWP	Email	09/17/2002	Krapp-Tom	Dietrich-Alan; Orme-Kipp		FW: First Mortgage
1107	ACP/AWP	Attachment	09/17/2002				First Mgt Cover letter_v3.DOC
1108	ACP/AWP	Attachment	09/15/2002				First Mgt Side Letter Opinion_v3.DOC
1109	ACP/AWP	Attachment	09/17/2002				First Mgt Twenty-First Supplemental Indenture_v5.DOC
1110	ACP/AWP	Attachment	09/17/2002				First Mortgage - Company Application_v4.DOC
1111	ACP/AWP	Attachment	09/17/2002				First Mgt Officer's Certificate_v4.DOC
1112	ACP/AWP	Attachment	09/17/2002				First Mgt Crowley Opinion_v3.DOC
1113	ACP/AWP	Attachment	09/17/2002				First Mgt In-House Good Standing Opinion (Montana)_v4.DOC
1114	ACP/AWP	Email	09/17/2002	Dietrich-Alan	Krapp-Tom	Orme-Kipp	QUIPs
1115	ACP/AWP	Email	09/17/2002	Krapp-Tom	Dietrich-Alan; Orme-Kipp		FW: QUIPs
1116	ACP/AWP	Attachment	09/17/2002				QUIPs Cover letter_v4.DOC
1117	ACP/AWP	Attachment	09/15/2002				QUIPs Officer's Certificate_v4.DOC
1118	ACP/AWP	Attachment	09/17/2002				QUIPs Company Order_v5.DOC
1119	ACP/AWP	Attachment	09/17/2002				QUIPs 3rd Supplemental Indenture_v3.DOC
1120	ACP/AWP	Attachment	09/15/2002				QUIPs PHJW Contractual Compliance Opinion_v4.DOC
1121	ACP/AWP	Attachment	09/15/2002				QUIPs Assumption Agreement (Guarantee)_v2.DOC
1122	ACP/AWP	Attachment	09/15/2002				QUIPs Assignment of Obligations under Trust and expenses and Liabilities Agreements_v2.DOC
1123	ACP/AWP	Email	09/11/2002	Krapp-Tom	Dietrich-Alan; Orme-Kipp		Madison Term Notes
1124	ACP/AWP	Attachment	09/11/2002				Northwestern - Citibank MTN - Officer's Certificate_v6.DOC
1125	ACP/AWP	Attachment	09/12/2002				Northwestern - Citibank MTN - Supplement Indenture_v4.DOC
1126	ACP/AWP	Attachment	09/11/2002				Northwestern Citibank MTN - Option_v6.DOC
1127	ACP/AWP	Attachment	09/12/2002				Northwestern - Form of Letter to Citibank as Trustee to Unsecured Mid Term Note_v3.DOC
1128	ACP/AWP	Email	09/11/2002	Krapp-Tom	Dietrich-Alan; Orme-Kipp		Pollition Control Revenue Bonds: 1998B Series
1129	ACP/AWP	Attachment	09/12/2002				PCRB 1998B Notice Letter to Trustee_v5.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1130	ACP/AMP	Attachment	09/12/2002				PCRB 1993B Assumption Agreement v7.DOC Pollution control Series 1993B - Opinion of Montana Counsel, v6.DOC
1131	ACP/AMP	Attachment	09/12/2002				
1132	ACP/AMP	Email	09/12/2002	Dietrich-Alan		Orme-Kipp	FW: Pollution Control Revenue Bonds: 1993B Series Pollution Control Revenue Bonds: 1993B Series PCRB 1993B Notice Letter to Trustee, v5.DOC PCRB 1993B Assumption Agreement, v7.DOC Pollution control Series 1993B - Opinion of Montana Counsel, v6.DOC
1133	ACP/AMP	Attachment	09/12/2002	Knapp-Tom			
1134	ACP/AMP	Attachment	09/12/2002	Knapp-Tom			
1135	ACP/AMP	Attachment	09/12/2002				
1136	ACP/AMP	Attachment	09/12/2002				
1137	ACP/AMP	Email	07/17/2002	Patrizia-Charles	Dietrich-Alan		RE: Northwestern Energy LLC QUIPs issues Northwestern Energy LLC Reporting Obligations Memo(v6).DOC
1138	ACP/AMP	Attachment	07/17/2002				
1139	ACP/AMP	Email	12/19/2002	Schwartz-Melissa C.	stevekohli@earthlink.net, Weitz-Mark, Ron Dupue ;Brand@bkh.com, Leo@bkh.com, Stan@bkh.com ;wpp@pearse-durick.com	Conboy-Kevin;Dietrich-Alan	Draft CSFB Credit Agreement NOR - Clean Schedules.doc
1140	ACP/AMP	Attachment	12/19/2002				NOR - Redlined Schedules.doc
1141	ACP/AMP	Attachment	12/19/2002				NW 2002 Credit Agreement, #713424, v8.DOC
1142	ACP/AMP	Attachment	12/19/2002				NW 2002 Credit Agreement, #713424, v8.DOC
1143	ACP/AMP	Attachment	12/19/2002				Draft CSFB Credit Agreement, #713424, v8.DOC
1144	ACP/AMP	Email	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan		NOR - Inhouse Opinion Redline.doc
1145	ACP/AMP	Attachment	12/20/2002				CSFB Option
1146	ACP/AMP	Email	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan	Conboy-Kevin	NORTHWESTERN - Form of In-House Option, v2.DOC
1147	ACP/AMP	Attachment	12/20/2002				
1148	ACP/AMP	Email	12/19/2002	Schwartz-Melissa C.	Dietrich-Alan	Smock-Karen; Conboy-Kevin; Kahn- Marguerite R.	NORTHWESTERN - Revised In-House Option NOR - Redlined Inhouse Opinion.doc
1149	ACP/AMP	Attachment	12/19/2002				
1150	ACP/AMP	Email	12/16/2002	Dietrich-Alan	Smock-Karen	melissaschwartz@paulhastings.com	Closing Documents
1151	ACP/AMP	Attachment	12/16/2002				CSFB Credit Agreement Opinion December.doc
1152	ACP/AMP	Attachment	12/16/2002				Certification Dec Credit Facility.DOC
1153	ACP/AMP	Attachment	12/16/2002				Credit Facility Secretary Certificate.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1154 ACP/AWP		Email	03/08/2003	Tyras-Jonathan C.	Orme-Kipp; Charters-John; Atkinson-Tim; Friesla-Rick; Clark-Lorrie; Hanson-Mike; Young-Michael; Monaghan-David A; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Giese-Deborah; Kiewer-Kendall; Forns-Chris; Jacobsen-Eric; Dietrich-Alan; Schrum-Fogar; Snella-Mary; Younger-Chris; Nieman-Michael L	Drock-Gary; Hyland-Richard; Pollock-Thomas R.; Root-Becky; Smook-Karen; Kline-Scott C.; Polacek-Steven L. (US - Minneapolis); Bruce L. Smith (E-mail); mitchalddevos@northwestern.com; Ng-Emilie; Vesco-Elaine A; Rausch-Dan; curt.kaufman@bluewin.ch; Lydic-Tammy	Revised draft of Form 10-K NOR 2002 Form 10-K(v9).DOC
1155 ACP/AWP		Attachment	03/08/2003				Blackline 10K.DOC
1156 ACP/AWP		Attachment	03/08/2003				
1157 ACP/AWP		Email	03/20/2003	Tyras-Jonathan C.	Orme-Kipp; Jacobsen-Eric; Charters-John; Atkinson-Tim; Friesla-Rick; Clark-Lorrie; Hanson-Mike (CEO); Young-Michael (Legal); Monaghan-David A; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Giese-Deborah; Kiewer-Kendall; Forns-Chris; Dietrich-Alan; Schrum-Fogar; Snella-Mary; Younger-Chris; Nieman-Michael L	Drock-Gary; Bruce L. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Root-Becky; Smook-Karen; Snider-Mark; Devos-Michael; Ng-Emilie; Vesco-Elaine A; Rausch-Dan; Kaufman-Curt; Lydic-Tammy; Pollock-Thomas R.; Della Grotta-John F.; Kline-Scott C.; Zupponne-Michael; Morrow-Donald L.; Redding-John A.; Ruston-Lisa K.; Hong-Jennifer L.; Patrizia-Charles; Conboy-Kevin; Feldstein-Hydee R.; Austin-Jesse; Barcella-E. Lawrence; Schwartz-Melissa C.; Polacek-Steven L. (D&T); Arends-Craig (D&T); Cotton-Jeff (D&T); Hare-Brett (D&T); Hoffman-Ciff (D&T)	Revised draft of Form 10-K NOR 2002 Form 10-K(v17).DOC
1158 ACP/AWP		Attachment	03/20/2003				Blackline 10-K.DOC
1159 ACP/AWP		Attachment	03/20/2003				
1160 ACP/AWP		Email	12/16/2002	Nieman-Michael L	Monaghan-David A; Dietrich-Alan; melissaschwartz@paulhastings.com; jiontyras@paulhastings.com		RE: RE: CSFB CREDIT AGREEMENT - Draft Schedules
1161 ACP/AWP		Attachment	12/16/2002				Schedule Redline.doc
1162 ACP/AWP		Email	12/16/2002	Dietrich-Alan	melissaschwartz@paulhastings.com		FW: Northwestern/CSFB Credit Agreement - Draft Schedules and Certificates
1163 ACP/AWP		Attachment	12/14/2002				Draft NOR Closing Certificate.doc
1164 ACP/AWP		Attachment	12/14/2002				Draft NOR Schedules.doc
1165 ACP/AWP		Attachment	12/16/2002				NOR Secretary Certificate.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1166	ACF/AWP	Email	12/14/2002	Knaap-Tom	Schwartz-Melissa C.; Dietrich-Alan; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyas-Jonathan C.	RE: CSFB Credit Agreement - Draft Schedules redlineCSFB.doc
1167	ACF/AWP	Attachment	12/14/2002			Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyas-Jonathan C.	CSFB Credit Agreement - Draft Schedules Schedule Redline.doc
1168	ACF/AWP	Email	12/14/2002	Schwartz-Melissa C.	Dietrich-Alan; Knaap-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	thomaspollock@paulhastings.com; melissaschwartz@paulhastings.com; kevinconboy@paulhastings.com	FW: CSFB Credit Agreement - Draft Schedules Credit Agreement_#713424_vRTE.rtf CreditAgreementDiscSchedules.doc
1169	ACF/AWP	Attachment	12/14/2002				
1170	ACF/AWP	Email	12/13/2002	Dietrich-Alan	Knaap-Tom; Young-Michael; Nieman-Michael L.	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyas-Jonathan C.	CSFB Credit Agreement - Draft Schedules clean.doc redline.doc
1171	ACF/AWP	Attachment	12/13/2002				
1172	ACF/AWP	Attachment	12/13/2002				
1173	ACF/AWP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan; Knaap-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyas-Jonathan C.	Discussion of Draft CSFB Credit Agreement
1174	ACF/AWP	Attachment	12/13/2002				
1175	ACF/AWP	Attachment	12/13/2002				
1176	ACF/AWP	Email	12/14/2002	Schwartz-Melissa C.	wpp@pearce-durck.com; wpp@bismidco.net	Dietrich-Alan; Conboy-Kevin	RE: CSFB Credit Agreement - Draft Schedules FW: NW 2002 Credit Facility - First Draft of Credit Agreement Credit Agreement_#713424_v4.DOC
1177	ACF/AWP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan; Knaap-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyas-Jonathan C.	CSFB Credit Agreement - Draft Schedules
1178	ACF/AWP	Email	12/13/2002	Conboy-Kevin	Dietrich-Alan	Conboy-Kevin; Pollock-Thomas R.; Patricia-Charles; Tyas-Jonathan C.	CSFB Credit Agreement - Draft Schedules
1179	ACF/AWP	Attachment	12/13/2002				
1180	ACF/AWP	Email	12/13/2002	Schwartz-Melissa C.	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan; Nieman-Michael L.	Conboy-Kevin; Pollock-Thomas R.; Patricia-Charles; Tyas-Jonathan C.	CSFB Credit Agreement - Draft Schedules
1181	ACF/AWP	Attachment	12/13/2002				
1182	ACF/AWP	Email	11/08/2002	McCarnick-James	Cantor-Jonathan; Laplane-Robert	Alta Yen (E-mail); Miller-Richard A.; William J. Smith (E-mail); Knaap-Tom; Irving-Euclid A.; Short-Andrew M.; Sachs-Omri; McGrady-Sean H.; Jvanegmond@redsmith.com; Kanton-Michael P.; Nieman-Michael L.; Dietrich-Alan; Alan L. Karel (E-mail)	RE: NorthWestern Energy: Revised Comments to Paul, Hastings Tax Opinion Draft Officer's Certificate and Legal Opinion Officer's Certificate(v1).DOC Legal Opinion(v1).DOC
1183	ACF/AWP	Email	11/08/2002	Tribble-Kimberly	Jacobsen-Eric; Dietrich-Alan; Knaap-Tom	Alta Yen (E-mail); Miller-Richard A.; William J. Smith (E-mail); Knaap-Tom; Irving-Euclid A.; Short-Andrew M.; Sachs-Omri; McGrady-Sean H.; Jvanegmond@redsmith.com; Kanton-Michael P.; Nieman-Michael L.; Dietrich-Alan; Alan L. Karel (E-mail)	RE: NorthWestern Energy: Revised Comments to Paul, Hastings Tax Opinion Draft Officer's Certificate and Legal Opinion Officer's Certificate(v1).DOC Legal Opinion(v1).DOC
1184	ACF/AWP	Attachment	11/08/2002				
1185	ACF/AWP	Attachment	11/08/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1186 ACP/AWP	Email	Attachment	11/06/2002	Dietrich-Alan	Sachs-Omri	Knapp-Tom	Options LetterTemplate2002a2dp.doc
1187 ACP/AWP	Attachment	Attachment	11/05/2002				LetterTemplate2002a2dp2.doc
1188 ACP/AWP	Attachment	Attachment	11/05/2002				LetterTemplate2002a2dp3.doc
1189 ACP/AWP	Attachment	Attachment	11/05/2002				LetterTemplate2002a2dp4.doc
1190 ACP/AWP	Email	Attachment	10/29/2002	Dietrich-Alan	Hong-Jennifer L.	Knapp-Tom	Revised Regulation
1191 ACP/AWP	Email	Attachment	10/29/2002	Dietrich-Alan	Hong-Jennifer L.	Knapp-Tom, Patricia-Charles	RE: FERIC Securities Application
1192 ACP/AWP	Attachment	Attachment	10/29/2002	Knapp-Tom			MPIC RestructuringFees.DOC
1193 ACP/AWP	Email	Attachment	03/18/2003	Knapp-Tom	Dietrich-Alan		FW: Comments on Revised draft 10K
1194 ACP/AWP	Email	Attachment	03/18/2003	Patricia-Charles	Dietrich-Alan		FW: Comments on Revised draft 10K
1195 ACP/AWP	Email	Attachment	03/17/2003	Dietrich-Alan	Knapp-Tom		FW: Revised draft of Form 10-K
1196 ACP/AWP	Attachment	Attachment	03/15/2003				NOR Form 10-K(v6).DOC
1197 ACP/AWP	Attachment	Attachment	03/15/2003				Blackline 10-K.DOC
1198 ACP/AWP	Attachment	Attachment	03/15/2003				
1199 ACP/AWP	Email	Email	03/15/2003	Tyras-Jonathan C.	Orme-Kipp; Jacobsen-Eric; Charles-John; Atkinson-Tim; Friesa-Rick; Clark-Lornie; Hanson-Mike; Young-Michael; Monaghan-David A.; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Griese-Deborah; Kliewer-Kendall; Forns-Chris; Dietrich-Alan; Schum-Pogger; Snella-Mary; Younger-Chris; Nieman-Michael L.	Drook-Gary; Bruce L. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Roof-Becky; Smook-Karen; Snider-Mark; Davoe-Michael; Ng-Emilie; Vasco-Elaire A.; Rausch-Dan; Kaufman-Curt; Lytic-Tammy; Pollock-Thomas R.; Della-Grotto-John F.; Kline-Scott C.; Zuppone-Michael; Morrow-Donald L.; Reding-John A.; Rushton-Lisa K.; Hong-Jennifer L.; Patricia-Charles; Conboy-Kevin; Feldstein-Hydee R.; Austin-Jesse; Barcelona-E.; Lawrence; Polacek-Steven L.; Auerds-Craig; Cotton-Jeff; Hare-Brett; Hoffman-Ciff	Revised draft of Form 10-K RE: NorthWestern Corp. Business Section Redraft v7.DOC
1200 ACP	Email	Email	02/14/2002	Young-Michael	Kline-Scott C.; Dietrich-Alan	Saks-Scott R.; Davis-G. Eric	Revised Gas Operations Section
1201 ACP/AWP	Email	Attachment	02/26/2002	Dietrich-Alan	Jacobsen-Eric		Gas Operations.doc
1202 AWP	Attachment	Attachment	02/26/2002				
1203 ACP	Email	Email	03/01/2002	Jacobsen-Eric	Thomas (Tom); R. Pollock (E-mail)	William (Bill) F. Schwiter (E-mail); Bus-Joylynn; Orme-Kipp; Dietrich-Alan; Young-Michael (Corporate)	FW: MD&A REMINDER
1204 ACP/AWP	Attachment	Attachment	02/26/2002				MD&A Draft 2.26.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1205 ACP		Email	03/01/2002	Pollock-Thomas R.	Jacobson-Eric	Schwiter-William F.; Bus-Joylynn; Orme-Kipp; Dietrich-Alan; Young-Michael (Corporate)	RE: MD&A REMINDER
1206 ACP		Email	03/04/2002	Davis-G, Eric	Dietrich-Alan; Jacobson-Eric	Kline-Scott C.	FW: NorthWestern Bond10-K Time Line v2.XLS
1207 ACP/AWP		Email	03/05/2002	Kline-Scott C.	Dietrich-Alan; Jacobson-Eric		RE: NorthWestern Bond10-K Time Line v2.XLS
1208 ACP/AWP		Email	03/05/2002	Pollock-Thomas R.	Jacobson-Eric; Dietrich-Alan		NorthWestern 10-K Time Line v2.XLS
1209 ACP/AWP		Attachment	03/05/2002				NorthWestern Bond10-K Time Line v2.XLS
1210 ACP/AWP		Email	03/28/2002	Niemann-Michael L.	Dietrich-Alan		RE: Form 10-K March 2001
1211 ACP/AWP		Email	03/28/2002	Tyras, Jon	Bus-Joylynn; Young-Michael; Dietrich-Alan	Robert Lawrence	Northwestern Corporation 10-K-405 Proof Attachments
1212 ACP/AWP		Attachment	03/28/2002				J3056C2S02_17_proof.pdf
1213 ACP/AWP		Attachment	03/28/2002				J3056C2S02_17_proof.htm
1214 ACP/AWP		Email	04/01/2002	Bus-Joylynn	scottkline@pauhasings.com; Young-Michael; Dietrich-Alan	Evans-Liz; Lytic; Tammy; Dawn; Dexter (E-mail); Jody Olibrantz (E-mail)	FW: ACCEPTED FORM TYPE 10-K405 (0001104659-02-001256)
1215 ACP/AWP		Email	04/01/2002	Orme-Kipp	Bus-Joylynn	Dietrich-Alan; Whitesel-Kurt; Young-Michael; Jacobson-Eric	RE: NorthWestern Corporation 10-K-405 Proof Files
1216 ACP/AWP		Email	04/01/2002	Pollock-Thomas R.	Kline-Scott C.; Dietrich-Alan	Robert Lawrence	Re: NorthWestern 10-K
1217 ACP/AWP		Email	04/01/2002	Tyras, Jon	Bus-Joylynn; Young-Michael; Dietrich-Alan		Northwestern Corporation 10-K-405 Proof Files
1218 ACP/AWP		Attachment	04/01/2002				Attached draft Form 10-K
1219 ACP/AWP		Attachment	04/01/2002				Attached draft Form 10-K
1220 ACP/AWP		Email	04/01/2002	Kline-Scott C.	Pollock-Thomas R.; Dietrich-Alan		Northwestern 10-K
1221 ACP/AWP		Email	04/01/2002	Tyras, Jon	Bus-Joylynn; Young-Michael; Dietrich-Alan	Robert Lawrence	Northwestern Corporation 10-K-405 Proof Files
1222 ACP/AWP		Attachment	04/01/2002				Attached draft Form 10-K
1223 ACP/AWP		Attachment	04/01/2002				Attached draft Form 10-K
1224 ACP/AWP		Email	10/08/2002	Snook-Karen	Ng-Emilie; Schum-Roger; Dietrich-Alan		8-K
1225 ACP/AWP		Attachment	10/08/2002				10-08-02 NOH equity - UA 8-K(v1).DOC
1226 ACP/AWP					Whitesel-Kurt; Dietrich-Alan; Hanson-Mike (CEO); Monaghan-David A.; Young-Michael; Charters-John; Fresia-Rick; Alkinson-Tim; Newell-Daniel; Kennedy-Hob; Snider-Mark; Devos-Michael		
1227 ACP/AWP		Email	11/08/2002	Jacobson-Eric		Orme-Kipp	FW: Disclosure Comm & Sarbanes Oxley
1228 ACP/AWP		Attachment	11/08/2002				1 - Discd Comm Intro Memo 11.8.02.doc
1229 ACP/AWP		Attachment	11/08/2002				2 - Disclosure Controls and Procedures (FINAL).DOC
1230 ACP/AWP		Attachment	11/08/2002				3 - Discd Comm & Sub-Comm Org Chart(v1).PPT
1231 ACP/AWP		Attachment	11/08/2002				4 - Discd Comm Timeline 3rd Qtr 10-Q 2002 (FINAL).DOC
1231 ACP/AWP		Attachment	11/08/2002				5 - Prior Report 10-QA 6.30.02.PDF

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1232	ACP/AWP	Email	11/09/2002	Whitesel-Kurt	Orme-Kipp; Bruce Smith; Gary Drook; Hyland-Richard; Jerry Johnson; Larry Ness; Lewis-Merle; Marilyn Seymann; Randy Darcy; Jacobsen-Eric; Dietrich-Alan; Hanson-Mike; Monaghan-David A; Young-Michael; Charters-John; Friesa-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Snider-Mark; Hoffman-Ciff; Polacek-Steven L.; Arends-Craig; Pollock-Thomas R.	Smook-Karen; Candy Boub; Diane Dutcher; Irene Fellner; Peg Richter; Suzanne Burri; Fortnash-Barbara; Dewey-Irene	NorthWestern 3rd Quarter 10Q Working Draft 2002 10Q September.doc
1233	ACP/AWP	Attachment	11/09/2002	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan		Randen-Paula; Bohrer-Kelly	Memos and Certifications to Disclosure Committee and Sub-Co
1234	ACP/AWP	Email	11/12/2002	Smook-Karen			Attached email from Nicole Gerrard re: delivery of corporate documents
1235	ACP/AWP	Attachment	11/12/2002				
1236	ACP/AWP	Email	11/12/2002	Whitesel-Kurt	Jacobsen-Eric; Orme-Kipp; Dietrich-Alan; Hanson-Mike (CEO); Monaghan-David A; Young-Michael; Charters-John; Friesa-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Snider-Mark		Updated 10Q
1237	ACP/AWP	Email	11/12/2002	Orme-Kipp	Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Friesa-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Dewey-Michael; msnyder@ebcdaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L.; Arends-Craig; Pollock-Thomas R.; Whitesel-Kurt; Dietrich-Alan	Candy Boub; Peg Richter; Lewis-Merle; Hyland-Richard; Jacobsen-Eric; Bohrer-Corinne; Smook-Karen; Wilcox-Joyce F; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fortnash-Barbara	3rd Quarter 10Q Disclosure Review Meetings
1238	ACP/AWP	Email	11/12/2002	Smook-Karen	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	(Revised) Memos and Certifications to Disclosure Committee and Sub-Committees
1239	ACP/AWP	Attachment	11/12/2002				Attached email from Nicole Gerrard re: delivery of corporate documents
1240	ACP/AWP	Email	11/12/2002	Smook-Karen	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	Revision 2 - Memos and Certifications to Disclosure Committee and Sub-Committees
1241	ACP/AWP	Attachment	11/12/2002				Attached email from Nicole Gerrard re: delivery of corporate documents
1242	ACP/AWP	Email	11/12/2002	Whitesel-Kurt	Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Friesa-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Dewey-Michael; msnyder@ebcdaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L.; Arends-Craig; Pollock-Thomas R.; Dietrich-Alan	Candy Boub; Peg Richter; Lewis-Merle; Hyland-Richard; Jacobsen-Eric; Bohrer-Corinne; Smook-Karen; Wilcox-Joyce F; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fortnash-Barbara	RE: 3rd Quarter 10Q Disclosure Review Meetings

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1243 ACP/AMP	Attachment	Attachment	11/12/2002				2002 10Q September v3 redline.doc
1244 ACP/AMP	Attachment	Attachment	11/12/2002				2002 10Q September v2 clean.doc
1245 ACP/AMP	Attachment	Attachment	11/12/2002				2002 10Q September v3 clean.doc
1246 ACP/AMP	Attachment	Attachment	11/12/2002				2002 10Q September v2 redline.doc
1247 ACP/AMP	Email	Email	11/13/2002	Smook-Karen	Jacobson-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	V3-Memos and Certifications to Disclosure Committee and Sub-Committees
1248 ACP/AMP	Attachment	Attachment	11/13/2002				0-email from PHJW (Revised) v3.doc
1249 ACP/AMP	Attachment	Attachment	11/13/2002				7-NOR Memo ERI, Orme, Whitesel, Dietrich (Revised) v3.DOC
1250 ACP/AMP	Attachment	Attachment	11/13/2002				8-NOR Disclosure ERI, Orme, Whitesel, Dietrich (Revised) v3.DOC
1251 ACP/AMP	Attachment	Attachment	11/13/2002				12-Disclosure Controls & Procedures Policy (Revised) v3.DOC
1252 ACP/AMP	Attachment	Attachment	11/13/2002				13-Memo Timeline to prepare 10-Q ended 093002 (revised) v3.DOC
1253 ACP/AMP	Attachment	Attachment	11/13/2002				13-Organizational Chart-Disclosure Committee (revised) v3.PPT
1254 ACP/AMP	Email	Email	11/13/2002	Whitesel-Kurt	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Attkisson-Tim; Kennedy-Rob; Newell-Daniel; Devos-Michael; msnyder@ebdow.com; Monaghan-David A.; Hanson-Mike; Young-Michael; Polacek-Steven L. (US - Minneapolis); Arends-Craig (US - Minneapolis); Scottline@paulhaasings.com	Candy Boud; Peg Richter; Lewis-Merie; Hyland-Richard; Jacobson-Eric; Bohrer-Kelly; Conrath; Smook-Karen; Wilcox-Joyce F.; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	Updated 10Q filing
1255 ACP/AMP	Attachment	Attachment	11/13/2002				2002 10Q September v4 clean.doc
1256 ACP/AMP	Attachment	Attachment	11/13/2002				2002 10Q September v4 redline.doc
1257 ACP/AMP	Email	Email	11/14/2002	Whitesel-Kurt	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Attkisson-Tim; Kennedy-Rob; Newell-Daniel; Devos-Michael; msnyder@ebdow.com; Monaghan-David A.; Hanson-Mike; Young-Michael; Polacek-Steven L. (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottline@paulhaasings.com	Candy Boud; Peg Richter; Lewis-Merie; Hyland-Richard; Jacobson-Eric; Bohrer-Kelly; Conrath; Smook-Karen; Wilcox-Joyce F.; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	RE: Updated 10Q filing. Redline Update

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1258	ACP/AWP	Email	11/14/2002	Whitesel-Kurt	Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; msnyder@ebcdaw.com; Monaghan-David A; Hanson-Mike; Young-Michael	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan	Final Draft Comments
1259	ACP/AWP	Email	11/14/2002	Whitesel-Kurt; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; msnyder@ebcdaw.com; Monaghan-David A; Hanson-Mike; Young-Michael	Orme-Kipp; Dietrich-Alan	RE: Final Draft Comments	
1260	ACP/AWP	Email	11/14/2002	Charters-John	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Larry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; msnyder@ebcdaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L. (US - Minneapolis); Avaris-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottkline@paulhasfings.com	Candy Boul; Peg Richter; Lewis-Maria; Hylland-Richard; Jacobsen-Eric; Bohrer-Corinne; Smook-Karen; Wilcox-Joyce F.; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	RE: Updated 100 filing - Redline Update
1261	ACP/AWP	Attachment	03/29/2002				Draft 2001 Form 10-K
1262	ACP/AWP	Attachment	03/29/2002				Draft 2001 Form 10-K
1263	ACP/AWP	Attachment	03/29/2002				Draft 2001 Form 10-K
1264	ACP/AWP	Attachment	03/29/2002				Draft 2001 Form 10-K
1265	ACP/AWP	Attachment	04/01/2002				Draft 2001 Form 10-K
1266	ACP/AWP	Attachment	04/01/2002				Draft 2001 Form 10-K
1267	ACP/AWP	Attachment	05/30/2003				2002 100 September v3 clean.doc
1268	ACP/AWP	Attachment	05/30/2003				2002 100 September v3 clean.doc
1269	ACP/AWP	Attachment	05/30/2003				2002 100 September v3 redline.doc
1270	ACP/AWP	Attachment	05/30/2003				2002 100 September v2 clean.doc
1271	ACP/AWP	Attachment	05/30/2003				2002 100 September v2 redline.doc
1272	ACP/AWP	Attachment	05/30/2003				2002 100 September v4 clean.doc
1273	ACP/AWP	Attachment	05/30/2003				2002 100 September v4 redline.doc
1274	ACP/AWP	Email	06/20/2003	Dietrich-Alan	mcollegarad@paulhasfings.com		September 30, 2002 Disclosure Committee emails
1275	ACP/AWP	Email	07/14/2003	Knapp-Tom	VanCamp-John; Dietrich-Alan; Ng-Enlie		FW: Replacement of QutPS Trustees
1276	ACP/AWP	Attachment	07/14/2003				Appointment of Admin Trustees Montana Power Capital I - Dietrich, Van Camp, Ng(v1).DOC
1277	ACP/AWP	Attachment	07/14/2003				Resignation of Admin Trustees of Montana Power Capital I - Orme, Whitesel, Jacobsen(v1).DOC
1278	ACP/AWP	Attachment	07/14/2003				Amendment of Trust Agreement Montana Power Capital I - Orme, Whitesel, Jacobsen TO Dietrich, Van Camp, Ng(v1).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1279	ACP/AMP	Attachment	07/14/2003				Letter to M. Lewicki re replacement of Admin Trustees Mortara Power Capital I - Orme, Whitesel, Jacobsen TO Dietrich, Van Camp, Ng(v1), DOC
1280	ACP/AMP	Email	04/06/2003	Kline-Scott C.	Orme-Kipp; Jacobsen-Eric; Charters-John; Atkinson-Tim; Fresia-Rick; Clark-Lonnie; Hanson-Mike (CEO); Young-Michael; Monaghan-David A.; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Grasse-Deborah; Kiewer-Kendall; Forns-Chris; Dietrich-Alan; Schrum-Roger; Snella-Marty; Younger-Chris; Nieman-Michael L.	Brook-Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Roof-Becky; Smock-Karen; Snider-Mark; Devoe-Michael; Ng-Emilie; Vesco-Elaine A.; Rausch-Dan; Kaufman-Curt; Lydic-Tammy; Pollock-Thomas R.; Della-Grotta-John F.; Zuppone-Michael; Morrow-Donald L.; Reding-John A.; Rushon-Lisa K.; Hong-Jennifer L.; Patriza-Charles; Conboy-Keritt; Feldstein-Hydee R.; Austin-Jessie; Barcelona-E. Lawrence; Schwartz-Melissa C.; Polacek-Steven L.; Arands-Craig; Cotton-Jeff; Hare-Brett; Hoffman-Crifi; Tyas-Jonathan C.	April 5 Revised draft of Form 10-K NOR - 2002 Form 10-K(v3) DOC NOR - 2002 Form 10-K(v2) DOC RE: Proposed Memos to Accompany Resolutions for NOR Board Mtg
1281	ACP/AMP	Attachment	04/06/2003				
1282	ACP/AMP	Attachment	04/06/2003				
1283	ACP/AMP	Email	07/31/2002	Jacobsen-Eric	Dietrich-Alan	scottkline@paulhasings.com; danielwheeler@paulhasings.com; michaelvoylek@paulhasings.com; scottsaks@paulhasings.com	Proposed Memos to Accompany Resolutions for NOR Board Mtg QuipsMemo.doc
1284	ACP/AMP	Email	07/30/2002	Dietrich-Alan	Jacobsen-Eric; Fornash-Barbara		MPC RestructuringMemo.doc
1285	ACP/AMP	Attachment	07/30/2002				NorthWestern QUILP's Resolutions
1286	ACP/AMP	Attachment	07/30/2002				NorthWestern Resolutions(v2).DOC
1287	ACP/AMP	Email	07/25/2002	Saks-Scott R.	Dietrich-Alan; Jacobsen-Eric		Form 10-K
1288	ACP/AMP	Attachment	07/25/2002				Revised Form 10-K.doc
1289	ACP	Email	03/29/2001	Urnko-Lori	Dietrich-Alan		10-K Redline - Further Revision
1290	ACP	Attachment	03/28/2001				2001Form10KADDCComments.doc
1291	ACP/AMP	Email	03/07/2001	Dietrich-Alan	Young-Michael	Urnko-Lori	
1292	ACP/AMP	Attachment	03/07/2001				
1293	ACP/AMP	Attachment	03/07/2001				FlightsAmend.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1294 ACP/AWP	Email	Attachment	05/21/2003	Dietrich-Alan	Thomas Pollock (E-mail); scottkline@paulhastings.com	Jacobsen-Eric	Draft Resolution UWCTrustPre1.doc
1295 ACP/AWP	Attachment		05/21/2003			thomaspollock@paulhastings.com; tmead@gavmanderson.com; dthorns@gavmanderson.com	Draft News Release June 3 Release.doc
1296 ACP/AWP	Email	Attachment	05/21/2003	Schnum-Roger	Drook-Gary; Jacobsen-Eric; Dietrich-Alan	Pollock-Thomas R.; Saks-Scott R. Orme-Kipp; Jacobsen-Eric	TOP/S and OUIPS interest resolution and press release Trust Preferences TOP/S and OUIPS interest UWC TrustPre1 Div Deferral.doc
1297 ACP/AWP	Attachment		05/21/2003				Current Draft
1298 ACP/AWP	Email		05/21/2003	Kline-Scott C.	Dietrich-Alan	Thomas Pollock (E-mail); scottkline@paulhastings.com	Beard Resolution
1299 ACP/AWP	Email		05/21/2003	Dietrich-Alan	Drook-Gary	Saks-Scott R.; Pollock-Thomas R.	UWC Re: interest on TOP/S
1300 ACP/AWP	Email		05/21/2003	Kline-Scott C.	Dietrich-Alan; Saks-Scott R.		UWC TrustPre1 Div Deferral - 2.doc
1301 ACP/AWP	Attachment		05/21/2003				F.W: UWC Re: interest on TOP/S
1302 ACP/AWP	Email		05/22/2003	Schnum-Roger	Dietrich-Alan		TOP/S Draft Press Release
1303 ACP/AWP	Email		05/22/2003	Dietrich-Alan	Jacobsen-Eric		June 3 Draft Release
1304 ACP/AWP	Email		05/22/2003	Kline-Scott C.	Dietrich-Alan		
1305 ACP/AWP	Attachment		05/22/2003				
1306 ACP/AWP	Email		05/22/2003	Dietrich-Alan	Jacobsen-Eric		
1307 ACP/AWP	Email		05/22/2003	Kline-Scott C.	Schnum-Roger	Pollock-Thomas R.; Jacobsen-Eric; Dietrich-Alan	
1308 ACP/AWP	Attachment		05/22/2003				
1309 ACP/AWP	Email		05/22/2003		Drook-Gary; marlyn@monetinc.com; randy.darcy@genmills.com; jerry@do.gov; jness@firstdata.com; jiramaekers@bellsouth.net; bernth@glawfirm.com	Orme-Kipp; Jacobsen-Eric; Schnum-Roger; Thomas Pollock (E-mail); suzette@monetinc.com; diana.ducher@genmills.com	Discussion of Draft Resolution Concerning Trust Preferences
1310 ACP/AWP	Attachment		05/22/2003	Dietrich-Alan			Analysis on NOR Liquidity by David Kurtz
1311 ACP/AWP	Email		05/22/2003	Schnum-Roger		thomaspollock@paulhastings.com; scottkline@paulhastings.com; jorlyras@paulhastings.com; tmead@gavmanderson.com; Dietrich-Alan	Final Draft May 23 News Release
1312 ACP/AWP	Attachment		05/22/2003				May 23 draft Release.doc
1313 ACP	Email		07/17/2002	Patrizia-Charles	Dietrich-Alan		F.W: Northwestern Energy LLC OUIPS issues
1314 ACP/AWP	Email		12/17/2002	Schwartz-Melissa C.	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan	Conboy-Kevin	NORTHWESTERN - Open Items for CSFB Credit Agreement Closing
1315 ACP/AWP	Attachment		12/17/2002				Draft Closing Certificate.doc
1316 ACP/AWP	Attachment		12/17/2002				NW 2002 Credit Facility - Form of Compliance Certificate #719957.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1317	ACP/AMP	Email	12/16/2002	Niemann-Michael L.	Schwartz-Melissa C.; Monaghan-David A.; Dietrich-Alan; Tyras-Jonathan C.	Orme-Kipp; Jacobsen-Eric	RE: RE: CSFB Credit Agreement - Draft Schedules - Investments 6-8
1318	ACP/AMP	Attachment	12/16/2002		Schwartz-Melissa C.; Tyras-Jonathan C.; Dietrich-Alan		Schedule 6-8 Investments - 12/16/02 Draft.doc RE: NORTHWESTERN/CSFB Credit Agreements - Revised Draft Schedules - schedule 6-6
1319	ACP/AMP	Email	12/16/2002	Niemann-Michael L.		Orme-Kipp; Jacobsen-Eric	Schedule 6-6 Guarantee Obligations - 12-16-02 Draft.doc
1320	ACP/AMP	Attachment	12/16/2002				
1321	ACP	Email	12/16/2002	Schwartz-Melissa C.	Niemann-Michael L.; Monaghan-David A.; Dietrich-Alan; Tyras-Jonathan C.		RE: RE: CSFB Credit Agreement - Draft Schedules
1322	ACP	Email	12/16/2002	Monaghan-David A.	Niemann-Michael L.; Dietrich-Alan; melissaschwartz@paulhasings.com; jontyras@paulhasings.com		RE: RE: CSFB Credit Agreement - Draft Schedules
1323	ACP	Email	12/14/2002	Dietrich-Alan	Niemann-Michael L.; melissaschwartz@paulhasings.com; jontyras@paulhasings.com	Dietrich-Alan	PW: RE: CSFB Credit Agreement - Draft Schedules
1324	ACP/AMP	Email	12/14/2002	Schwartz-Melissa C.	leo@bkch.com; stan@bkch.com	Dietrich-Alan; Conboy-Kevin	Discussion of Draft Northwestern Credit Agreement NINW Redline.doc
1325	ACP/AMP	Attachment	12/14/2002				
1326	ACP	Email	12/14/2002	Niemann-Michael L.	Dietrich-Alan; melissaschwartz@paulhasings.com; jontyras@paulhasings.com; Monaghan-David A.		RE: CSFB Credit Agreement - Draft Schedules
1327	ACP	Email	12/14/2002	Schwartz-Melissa C.	Dietrich-Alan		PW: RE: CSFB Credit Agreement - Draft Schedules
1328	ACP	Email	04/17/2002	Buus-Joylynn	Jacobsen-Eric; Young-Michael (Corporate); Dietrich-Alan	scotckline@paulhasings.com	Proposed Subsidiary Listing for 10-K/A
1329	ACP/AMP	Attachment	04/17/2002				Draft Exhibit 21 to 10-K-List of Subsidiaries
1330	ACP/AMP	Email	04/17/2002	Kline-Scott C.	Dietrich-Alan		Draft Exhibit 21 to 10-K
1331	ACP/AMP	Email	04/18/2002	Buus-Joylynn	Orme-Kipp; Niemann-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scotckline@paulhasings.com; Craig Arends	Draft Addtl Exhibit to 10-K/A: Ratio of earnings to fixed charges
1332	ACP/AMP	Attachment	04/18/2002				Draft Exhibit 12 to 10-K
1333	ACP/AMP	Email	04/18/2002	Buus-Joylynn	Orme-Kipp; Jacobsen-Eric; Young-Michael; Dietrich-Alan; Whitesel-Kurt; Niemann-Michael L.	Craig Arends	PW: Northwestern Corporation 10-K/A Proof Files
1334	ACP/AMP	Attachment	04/18/2002				US383C2S02_4_proof.htm
1335	ACP/AMP	Attachment	04/18/2002				US383C2S02_4_proof.htm
1336	ACP/AMP	Email	04/18/2002	Niemann-Michael L.	Orme-Kipp; Buus-Joylynn; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scotckline@paulhasings.com; Craig Arends	RE: Draft Addtl Exhibit to 10-K/A: Ratio of earnings to fixed charges
1337	ACP/AMP	Email	04/18/2002	Orme-Kipp	Buus-Joylynn; Niemann-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scotckline@paulhasings.com; Craig Arends	RE: Draft Addtl Exhibit to 10-K/A: Ratio of earnings to fixed charges
1338	ACP/AMP	Email	04/19/2002	Buus-Joylynn	Orme-Kipp; Niemann-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scotckline@paulhasings.com; Craig Arends	RE: Draft Addtl Exhibit to 10-K/A: Ratio of earnings to fixed charges

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1339 ACP		Email	05/23/2003	Kline-Scott C.	Drook-Gary; Jacobsen-Eric	Saks-Scott R.; Dietrich-Alan; Pollock-Thomas R.; Tyras-Jonathan C.	Discussion of legal documents to be prepared in relation to TOPS and QUIPS Trustees
1340 ACP/AWP		Email	07/09/2002	Dietrich-Alan	Jacobson-Eric; Orme-Kipp		FW: Draft 10K/A for Northwestern Energy
1341 ACP/AWP		Attachment	07/09/2002				Draft NOR cover letter to directors re MPC's 10-K A(1) DOC
1342 ACP/AWP		Attachment	07/09/2002				NORTHWESTERN ENERGY - 10-K A (July 2002)(v2) DOC
1343 ACP/AWP		Email	07/09/2002	Wheeler-Daniel F.	Dietrich-Alan	Kline-Scott C.	Draft 10K/A for Northwestern Energy
1344 AWP		Attachment	12/27/2002				Draft 1202 NOR Board of Directors Draft Minutes
1345 ACP		Email	03/22/2002	Davis-G, Eric	Dietrich-Alan	Kline-Scott C.	Legal discussion of CSFB credit facility documents
1346 ACP		Email	03/20/2002	Dietrich-Alan	Jacobson-Eric		Discussion of terms of CSFB credit facility
1347 ACP		Email	03/20/2002	Kline-Scott C.	Dietrich-Alan	Young-Michael; Pollock-Thomas R.; Davis-G, Eric	Discussion of terms of CSFB credit facility
1348 ACP		Email	03/20/2002	Kline-Scott C.	Dietrich-Alan	Young-Michael; Pollock-Thomas R.; Davis-G, Eric	Discussion of terms of CSFB credit facility
1349 ACP		Email	12/18/2002	Hong-Jennifer L.	Kline-Scott C.; Jacobson-Eric; Dietrich-Alan	Pollock-Thomas R.; Tyras-Jonathan C.; Corboy-Kevin; Lopach-Dennis	RE: NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1350 ACP		Email	12/16/2002	Kline-Scott C.	Dietrich-Alan; Jacobson-Eric	Pollock-Thomas R.; Tyras-Jonathan C.	Draft CSFB facility resolutions
1351 AWP		Attachment	12/16/2002				Attached draft December 2002 board resolutions
1352 ACP		Email	12/18/2002	Kline-Scott C.	Dietrich-Alan; dietrich1523@msn.com		NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1353 ACP		Attachment	12/18/2002				NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1354 ACP		Email	12/17/2002	Schwartz-Melissa C.	Smock-Karen	Dietrich-Alan; Corboy-Kevin	Legal opinion on CSFB credit facility
1355 ACP		Email	12/17/2002	Kline-Scott C.	Jacobson-Eric; Dietrich-Alan	Pollock-Thomas R.; Tyras-Jonathan C.; Corboy-Kevin; Hong-Jennifer L.	NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1356 ACP		Email	12/17/2002	Kline-Scott C.	Dietrich-Alan; Jacobson-Eric	Pollock-Thomas R.; Tyras-Jonathan C.; Corboy-Kevin; Hong-Jennifer L.	Draft CSFB Senior Credit Facility Resolutions
1357 ACP		Attachment	12/17/2002				NOR - 2002 Senior Credit Facility Resolutions Draft
1358 ACP		Attachment	12/17/2002			Corboy-Kevin	Redline.doc
1359 ACP		Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan		Legal opinion on CSFB credit facility
1360 ACP		Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan	Corboy-Kevin	Legal opinion on CSFB credit facility
1361 ACP		Email	12/13/2002	Dietrich-Alan	Schwartz-Melissa C.	Corboy-Kevin; Dietrich-Alan; Coleman-Patrick; Donna; amydsong@northwestern.com; kevinccorboy@paulhastings.com; Haede	RE: legal opinion on CSFB credit facility

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1362 ACP	Email		12/13/2002	Nieman Michael L	Schwartz-Melissa C.; Orme-Kipp; Jacobsen-Eric; Dietrich-Alan	Conboy-Kevin; Pollock-Thomas R.; Patriza-Charles; Tyas-Jonathan C.	RE: CSFB CREDIT AGREEMENT - Draft Schedules Attached draft disclosure schedules to credit agreement
1363 ACP	Attachment		12/13/2002			Jacobsen-Eric	RE: legal opinion on CSFB credit facility
1364 ACP	Email		12/13/2002	Conboy-Kevin	Schwartz-Melissa C.; Dietrich-Alan	Dietrich-Alan	RE: legal opinion on regulatory approval
1365 ACP	Email		12/13/2002	Schwartz-Melissa C.	Ron Depue	Dietrich-Alan	RE: Legal opinion on CSFB credit facility
1366 ACP	Email		12/13/2002	Ron Depue	Schwartz-Melissa C.	Dietrich-Alan; Conboy-Kevin	Discussion of legal opinion on CSFB credit facility
1367 ACP	Email		12/13/2002	Schwartz-Melissa C.	rdpuelaw@acousa.net		Attached draft opinion letter by Paul Hastings to agent, arranger, co-arrangers and lenders
1368 ACP	Attachment		12/13/2002				
1369 ACP	Email		12/13/2002	Jacobsen-Eric	Schwartz-Melissa C.; Orme-Kipp; Dietrich-Alan; Nieman Michael L	Conboy-Kevin; Pollock-Thomas R.; Patriza-Charles; Tyas-Jonathan C.; Krapp-Tom; Young-Michael	RE: CSFB Credit facility - Draft Schedules
1370 ACP	Email		09/12/2002	Haeder-Donna	Krapp-Tom; Marion-Michael P.; Lopez-Dennis; JennieHong@paulhastings.com; Corcoran-Patrick R	Coleman-Patrick DeLong-Amy; Dietrich-Alan	RE: Legal steps associated with going flat transaction
1371 ACP	Email		11/14/2002	Decker-Jeffrey	scottkline@paulhastings.com; scotssaks@paulhastings.com; Young-Michael; Herr-Glen; tips4travel@hotmail.com	Dietrich-Alan	RE: Discussion of NOR name change after going flat transaction
1372 ACP/AWP	Email		02/15/2002	Dietrich-Alan	Herr-Glen (OOO)	Jacobsen-Eric	NOR 10-K draft 10-KDraft2002.DOC
1373 ACP/AWP	Attachment		02/15/2002			Young-Michael	Draft 10-K
1374 ACP/AWP	Email		02/14/2002	Dietrich-Alan			Feb2702Audit Committee draft minutes
1375 AWP	Attachment		03/08/2002				Apr02Audit Committee draft minutes
1376 AWP	Attachment		04/08/2002				
1377 AWP	Attachment						
1378 ACP/AWP	Email		03/20/2002	Buss-Joylynn	Hyland-Richard; Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Young-Michael; Dietrich-Alan; Craig Arends (E-mail); Dave Olson (E-mail)		FW: NOR 10-K draft exhibit list
1379 ACP/AWP	Attachment		03/20/2002				NOR 10-K draft exhibit list
1380 ACP	Email		07/25/2003	Dietrich-Alan	Thomas Pollock (E-mail); Jacobsen-Eric	Jacobsen-Eric; Nieman Michael L; Orme-Kipp	Draft Minutes - July 15th NOR Board Mtg
1381 ACP	Email		02/17/2003	Dietrich-Alan	Krapp-Tom; Whitesel-Kurt		Internal Accounting Controls Memo
1382 ACP	Attachment		09/05/2001				Form S-3 (9-5 Draft).doc
1383 ACP/AWP	Email		06/23/2003	Gerrard-Nicole	Jacobsen-Eric; Dietrich-Alan; Whitesel-Kurt	Kline-Scott C.	NOR Due Diligence Sessions Re 6/30/02 and 8/30/02 Form 10-Qs
1384 ACP/AWP	Attachment		06/23/2003				Memo re due diligence sessions for NOR's 6/30/02 and 9/30/02 10Qs(1).DOC
1385 ACP	Email		04/25/2002	Dietrich-Alan	Decker-Jeffrey		RE: Discussion of revisions to NWE 10K filing

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1386 ACP	Email		03/28/2002	Kline-Scott C.	Dietrich-Alan		Draft NOR 10-K exhibits
1387 ACP	Email		03/23/2002	Dietrich-Alan	Lafave-Bleau		Discussion of MFC 10-K
1388 ACP	Email		04/03/2003	Knaapp-Tom	'scotkline@paulhastings.com'; Knaapp-Tom; Noland-Jan;	VanCamp-John	RE: Do we need to address this in the 10-K?
1389 ACP	Email		04/03/2003	Dietrich-Alan	'scotkline@paulhastings.com'; Knaapp-Tom; Noland-Jan;	VanCamp-John	RE: Do we need to address this in the 10-K?
1390 ACP	Email		04/03/2003	Noland-Jan	'scotkline@paulhastings.com'; Knaapp-Tom;		RE: Do we need to address this in the 10-K?
1391 ACP	Email		04/03/2003	Dietrich-Alan	'scotkline@paulhastings.com'; Noland-Jan; Knaapp-Tom;	VanCamp-John	RE: Do we need to address this in the 10-K?
1392 ACP	Email		04/02/2003	Knaapp-Tom	Dietrich-Alan		FW: Do we need to address this in the 10-K?
1393 ACP	Email		04/03/2003	Dietrich-Alan	Knaapp-Tom; 'scotkline@paulhastings.com'; Dietrich-Alan; Noland-Jan;	Noland-Jan	RE: Do we need to address this in the 10-K?
1394 ACP	Email		04/03/2003	Knaapp-Tom	'scotkline@paulhastings.com'; Dietrich-Alan; Noland-Jan; 'scotkline@paulhastings.com';	VanCamp-John	RE: Do we need to address this in the 10-K?
1395 ACP	Email		04/03/2003	Knaapp-Tom	'scotkline@paulhastings.com'; Dietrich-Alan; Noland-Jan; 'scotkline@paulhastings.com';	VanCamp-John	RE: Do we need to address this in the 10-K?
1396 ACP	Email		04/07/2002	Jacobson-Eric	Orme-Kipp; Buss-Joylynn	Dietrich-Alan; Whitesel-Kurt; Young-Michael	RE: Northwestern Corporation 10-K/405 Proof Files
1397 ACP	Email		01/09/2002	Jacobson-Eric	Young-Michael	Dietrich-Alan	RE: 2001 10-K Draft
1398 ACP/AWP	Email		03/21/2001	Dietrich-Alan	Urnko-Lori	Young-Michael	10-K Exhibit 21 Draft
1399 ACP/AWP	Attachment		03/21/2001				Draft Exhibit 21 to 10-K
1400 ACP	Email		03/26/2002	Kline-Scott C.	Buss-Joylynn	Dietrich-Alan	RE: Draft 10-K Exhibits
1401 ACP	Email		03/26/2002	Kline-Scott C.	Buss-Joylynn; Dietrich-Alan	Dietrich-Alan	Draft 10-K Exhibits
1402 ACP	Email		03/26/2002	Kline-Scott C.	Buss-Joylynn; Dietrich-Alan		RE: Draft 10-K
1403 ACP	Email		03/26/2002	Buss-Joylynn	Dietrich-Alan; scotkline@paulhastings.com		RE: Draft 10-K
1404 ACP	Email		03/20/2002	Kline-Scott C.	Buss-Joylynn; Hyland-Richard; Jacobson-Eric; Orme-Kipp; Young-Michael; Whitesel-Kurt; Dave Olson (E-mail); Dietrich-Alan		RE: Draft Form 10-K Draft
1405 ACP	Email		03/20/2002	Kline-Scott C.	Buss-Joylynn; Dietrich-Alan		RE: Draft NOR 10-K Exhibits
1406 ACP	Email		03/20/2002	Kline-Scott C.	Buss-Joylynn; Dietrich-Alan		Draft NOR 10-K Exhibits
1407 ACP	Email		03/20/2002	Dietrich-Alan	Young-Michael; Buss-Joylynn		RE: Draft Subsidiary List - 10-K
1408 ACP	Attachment		03/20/2002				10-K Subsidiary List draft
1409 ACP	Email		03/20/2002	Young-Michael	Buss-Joylynn; Dietrich-Alan		Draft Subsidiary List - 10-K
1410 ACP	Email		04/19/2002	Buss-Joylynn	Orme-Kipp; Neman-Michael L.; Jacobson-Eric; Dietrich-Alan; Buss-Joylynn; Jacobson-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scotkline@paulhastings.com; Craig Arends (E-mail)	RE: Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1411 ACP	Email		04/18/2002	Neman-Michael L.	Orme-Kipp; Buss-Joylynn; Whitesel-Kurt	scotkline@paulhastings.com; Craig Arends (E-mail)	RE: Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1412 ACP	Email		04/18/2002	Orme-Kipp	Buss-Joylynn; Neman-Michael L.; Jacobson-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scotkline@paulhastings.com; Craig Arends (E-mail)	RE: Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1413 ACP	Email		04/18/2003	Buss-Joylynn	Orme-Kipp; Nieman-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhasings.com Craig Arends (E-mail)	Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1414 ACP	Attachment		04/18/2003				Draft Exhibit 12 to 10-K
1415 ACP	Email		07/12/2003	Orme-Kipp	Dietrich-Alan	Jacobsen-Eric	RE: LLC 10-K signatures question
1416 ACP	Email		07/11/2003	Kline-Scott C.	Dietrich-Alan		RE: LLC 10-K signatures question
1417 ACP	Email		07/11/2003	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp	scottkline@paulhasings.com	FW: LLC 10-K signatures question
1418 ACP	Email		07/10/2003	Kline-Scott C.	Dietrich-Alan		LLC 10-K signatures question
1419 ACP/AWP	Email		03/17/2003	Dietrich-Alan	Nieman-Michael L.; Kiewer-Kendall; jonyras@paulhasings.com	Roof-Becky; Orme-Kipp	10-K Comments - Expense's Section
1420 ACP/AWP	Email		03/18/2003	Dietrich-Alan	Nieman-Michael L.; Kiewer-Kendall; Young-Michael (Legal)		10-K Draft - Page 107 (Clean Copy, March 15th Draft)
1421 ACP/AWP	Email		03/17/2003	Knapp-Tom	Dietrich-Alan		RE: Revised draft of Form 10-K
1422 ACP	Email		03/17/2003	Dietrich-Alan	Nieman-Michael jonyras@paulhasings.com		Jean Stiegemeier Warrant - Suggested Alternative Language for 10-K (page 34 of current non-redline draft)
1423 ACP	Email		03/17/2003	Nieman-Michael L.	Dietrich-Alan; jonyras@paulhasings.com		RE: Updated Language for 10-K
1424 ACP	Email		03/17/2003	Dietrich-Alan	Nieman-Michael L.	jonyras@paulhasings.com	RE: Updated Language for 10-K
1425 ACP	Email		03/17/2003	Dietrich-Alan	Nieman-Michael L.; jonyras@paulhasings.com		Updated Language for 10-K
1426 ACP							
1428 ACP	Email		08/06/2003	Dietrich-Alan	Newell-Daniel; Kennedy-Rob; Devos-Michael; Fausch-Dan; Younger-Chris; Clark-Lorrie; Vegliante-Reggie	Kiewer-Kendall; Nieman-Michael L.; Orme-Kipp; Jacobsen-Eric	Suggested 10-Q Language - Contractual Obligations
1427 ACP/AWP	Email		08/06/2003	Dietrich-Alan	Kiewer-Kendall; Nieman-Michael L.		10-Q Nebraska PSC Suggested Language
1428 ACP/AWP	Attachment		08/06/2003				Memo on suggested language in 10Q
1429 ACP	Email		08/07/2003	Kennedy-Rob	Dietrich-Alan		RE: Suggested 10-Q Language - Contractual Obligations
1430 ACP	Email		08/07/2003	Dietrich-Alan	Kennedy-Rob		RE: Suggested 10-Q Language - Contractual Obligations
1431 ACP	Email		08/08/2003	Dietrich-Alan	Nieman-Michael L.; Whitesel-Kurt		Discussion of language to be included in 10 K about pension funding risk factor
1432 ACP/AWP	Email		05/12/2003	Dietrich-Alan	Kiewer-Kendall		RE: 10-Q draft version 3
1433 ACP/AWP	Attachment		05/09/2003				10Q draft
1434 ACP	Email		04/08/2003	Kline-Scott C.	Dietrich-Alan		10-K draft
1435 ACP	Email		04/15/2003	Hyland-Richard	Dietrich-Alan	Jacobsen-Eric	RE: 10-K Signature Pages
1436 ACP	Email		04/11/2003	Kline-Scott C.	Dietrich-Alan		RE: NOR 10-K
1437 ACP	Email		04/15/2003	Hyland-Richard	Thomas Pollock	Jacobsen-Eric	FW: 10-K Signature Pages
1438 ACP	Email		04/14/2003	Dietrich-Alan	Jacobsen-Eric		FW: 10-K Signature Pages
1439 ACP	Email		04/14/2003	Dietrich-Alan	Jacobsen-Eric	Pollock, Thomas	FW: 10-K Signature Pages
1440 ACP	Email		04/14/2003	Pollock-Thomas R.	Dietrich-Alan	Jacobsen-Eric	RE: 10-K Signature Pages
1441 ACP	Email		04/14/2003	Dietrich-Alan	Halfhill-Carol		10-K Signature Pages
1442 ACP	Email		02/17/2003	Knapp-Tom	Dietrich-Alan		FW: MCS audit issues

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1443 ACP		Email	02/17/2003	Jacobsen-Eric	Knepp-Tom; Dietrich-Alan	Whitless-Kurt; Hanson-Mike; Orme-Kipp	FW: NCS audit issues
1444 ACP		Email	04/15/2003	Dietrich-Alan	Whitless-Kurt; schumber@deloitte.com	Knepp-Tom	RE: Attorney Letter to D&T
1445 ACP/ACP/ACP		Email	03/14/2002	Dietrich-Alan	Davis-G, Eric	Kline, Scott	RE: Revised Northwestern 2002 Proxy Statement
1446 ACP		Email	03/29/2002	Johnson-Larry W	Dietrich-Alan		RE: Draft Proxy Statement Report discussion
1447 ACP/ACP/ACP		Email	01/22/2002	Dietrich-Alan	Young-Michael; Jacobsen-Eric		RE: Proxy Discussion with Jake
1448 ACP/ACP/ACP		Email	01/22/2002	Young-Michael	Dietrich-Alan		Proxy Discussion with Jake
1449 ACP/ACP/ACP		Email	03/19/2002	Kline-Scott C.	Dietrich-Alan	Davis-G, Eric	RE: Revised Northwestern 2002 Proxy Statement
1450 ACP/ACP/ACP		Email	03/13/2002	Davis-G, Eric	Dietrich-Alan	Kline-Scott C.; Pollock-Thomas R.	RE: Revised Northwestern 2002 Proxy Statement
1451 ACP/ACP/ACP		Email	03/13/2002	Dietrich-Alan	Dietrich-Alan	Hanson-Mike; Forinash-Barbara; NWE-Senior Leaders; Gates-David G	Strategic Sourcing Initiatives with discussion on legal issues involved
1452 ACP		Email	02/19/2003	Trandem-Greg	Whitless-Kurt; Kindt-Ernest J		
1453 ACP/ACP/ACP		Attachment	10/16/2001				Draft Minutes of Cornerstone Audit Committee Meeting
1454 ACP		Email	05/29/2001	Dietrich-Alan	Orme-Kipp	Newell-Dan; Jacobsen-Eric	Legal discussion about Expanets valuation Expert
1455 ACP		Email	04/19/2002	Dietrich-Alan	Orme-Kipp		FW: Blue Dot & Expanets Investment Authority Draft
1456 ACP		Email	01/29/2003	Gerrard-Nicole	Jacobsen-Eric; Dietrich-Alan	Pollock-Thomas R.	Audit Committee Charter Draft
1457 ACP/ACP/ACP		Attachment	01/29/2003	Gerrard-Nicole	Jacobsen-Eric	Dietrich-Alan	NOR Audit Committee Charter (v2) DOC
1458 ACP		Email	01/29/2003				RE: Audit Committee Charter Draft
1459 ACP/ACP/ACP		Attachment	01/29/2003				NOR Audit Committee Charter Draft
						Lewis-Merle; Hyland-Richard; Orme-Kipp; Jacobsen-Eric; plichter@glawfirm.com; randy.darc@qcs-us.com	
1460 ACP		Email	04/23/2001	Dietrich-Alan	jerry@usd.edu;bsmith@glawfirm.com;john.charters@qcs-us.com		Revised Northwestern Audit Committee Charter
1461 ACP/ACP/ACP		Attachment	04/23/2001				Proposed Audit Charter.doc
1462 ACP		Email	01/31/2003	Dietrich-Alan	jerry@cho.gov; hess@firstdata.com; Cliff Holtzman (E-mail); Steven Polacek (E-mail); bsmith@hamilton.net	bsmith@glawfirm.com; Orme-Kipp; Roof-Backy; Jacobsen-Eric; Drook-Gary; Whitless-Kurt; thomaspollock@paulhastings.com	Revised Audit Committee Charter
1463 ACP/ACP/ACP		Attachment	01/30/2003				Audit Charter Revised DOC
1464 ACP/ACP/ACP		Email	01/29/2003	Dietrich-Alan	thomaspollock@paulhastings.com		Audit Charter
1465 ACP/ACP/ACP		Attachment	01/29/2003				Draft Board Minutes of Franklin Industries Board Meeting
1466 ACP		Attachment	06/21/2002				
1467 ACP/ACP/ACP		Report	4/25/2003	Special Committee of the Board of Directors and PHJW as special counsel	Northwestern Board of Directors		Investigation of Richard Hyland's performance and conduct in connection with mis-management of Northwestern and its subsidiaries

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1468	AC/AMP	Memorandum	5/3/2003	Dickey, Jonathan C.	File		Interview with Richard Hyland
1469	AC/AMP	Memorandum	5/3/2003	Gibson, Dunn & Crutcher LLP	File		NorthWestern Corp. Summary of Interviews Partial Summary Of Events at Expenses Related to the Restatement at Northwester
1470	AC/AMP	Outline	4/6/2003	Gibson, Dunn & Crutcher LLP			Presentation re: Investigation of Expenses accounting and disclosure issues in 2002
1471	AC/AMP	Power Point Presentation	4/10/2003	Gibson, Dunn & Crutcher LLP	NorthWestern Corp. Audit Committee		
1472	AC/AMP	Transcribed Notes	3/31/2003	Roake, Tim; Dettmer, Ethan			Rick Fresia Interview
1473	AC/AMP	Transcribed Notes	3/31/2003	Roake, Tim; Dettmer, Ethan			Chris Younger Interview
1474	AC/AMP	Transcribed Notes	3/31/2003	Roake, Tim; Dettmer, Ethan			Tim Atkinson Interview
1475	AC/AMP	Transcribed Notes	4/1/2003	Roake, Tim; Dettmer, Ethan			Reggie Vigilante Interview
1476	AC/AMP	Transcribed Notes	4/1/2003	Roake, Tim; Dettmer, Ethan			Marty Snella Interview
1477	AC/AMP	Transcribed Notes	4/7/2003	Shelley, Verniere, Richard; Roos, David			NorthWestern Audit Committee Investigation - Interview of Lonnie Clark
1478	AC/AMP	Memorandum	4/7/2003	Dickey, Jonathan C.	File		NorthWestern Corp./ Special Matter (Summary of Interviews of Dan Newell, Kipp Orme, Kurt Whitesel, Mike Nieman, Eric Jacobsen, Marty Barrack, Mike Valente and John Charters)
1479	AC/AMP	Memorandum	5/3/2003	Dickey, Jonathan C.	File		NorthWestern Corp.: Interview with Richard Hyland
1480	AC/AMP	Transcribed Notes	3/27/2003				Meeting with Deloitte & Touche
1481	AC/AMP	Transcribed Notes	3/28/2003				Meeting with Alan Dietrich
1482	AC/AMP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Kendall Kiewer
1483	AC/AMP	Memorandum	3/29/2003	Asnis, Shoshannah V.	File		Meeting with Becky Roof
1484	AC/AMP	Transcribed Notes	3/29/2003				Notes on Pollack Interview
1485	AC/AMP	Transcribed Notes	4/25/2003	Asnis, Shoshannah V.			Notes of Interview of Jim Walker

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1486	AC/AWP	Transcribed Notes					Kristine Donovan Interview
1487	AC/AWP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Tom Krapp
1488	AC/AWP	Memorandum	3/25/2003	Roake, Timothy K.	File		March 24 and 25, 2003 Briefings from Paul Hastings
1489	AC/AWP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Becky Roof
1490	AC/AWP	Letter	6/18/2003	Reding, John A.	Drook, Gary G.		Telephone call with Special Litigation Committee of the Board
1491	AC/AWP	Power Point Presentation	5/6/2003	Gibson, Dunn & Crutcher LLP	NorthWestern Corp. Audit Committee		Presentation re: investigation of Expanets Accounting and disclosure issues in 2002
1492	AC/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 13, 2002 Interview of Confidential Source
1493	AC/AWP	Memorandum	11/25/2002	Kennedy, Charles M.	File		November 13, 2002 Source Interview Supplement
1494	AC/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 26, 2002 Interview with JoyLynn Buus
1495	AC/AWP	Memorandum	11/26/2002	Sozo, Stephen G.	File	Mr. Cornell; Mr. Kennedy	November 21, 2002 Meeting with John Charters
1496	AC/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 14, 2002 Interview of Paul Evans
1497	AC/AWP	Memorandum		Sozo, Stephen G.	File		November 25, 2002 Interview of Rick Fresia
1498	AC/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 14, 2002 Interview of Mike Hanson
1499	AC/AWP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 5, 2002 Meeting with Cliff Hoffman
1500	AC/AWP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 5, 2002 Interview of Richard Hyland
1501	AC/AWP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 5, 2002 Interview of Marie Lewis
1502	AC/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 14, 2002 Interview of David Monaghan
1503	AC/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 15, 2002 Interview with Dan Newell
1504	AC/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 15, 2002 Meeting with Kurt Whitesel
1505	AC/AWP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sorio	November 5, 2002 Interview of Kipp Orme

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1506	AC/AWP	Memorandum	12/22/2002	Kennedy, Charles M.	File	Mr. Cornelli; Mr. Reidy; Mr. Sozio	November 26, 2002 interview with Kipp Orme
1507	AC/AWP	Memorandum	11/8/2002	Kennedy, Charles M.	File	Mr. Cornelli; Mr. Reidy; Mr. Sozio	November 5, 2002 interview of Richard Hyland
1508	AC/AWP	Memorandum	11/8/2002	Kennedy, Charles M.	File	Mr. Cornelli; Mr. Reidy; Mr. Sozio	November 5, 2002 interview of Kipp Orme
1509		Memorandum	10/13/2002	Leonard, Street and Dehrad Professional Association	Expansets, Inc. Board of Directors		NorthWestern Corporation Cash Disbursements to Expansets, Inc.
1510		Memorandum	10/13/2002	Leonard, Street and Dehrad Professional Association	Expansets, Inc. Board of Directors		Treatment of NorthWestern Corporation Advances
1511	AWP	Memorandum	12/19/2001	Irving, Euclid A.	Jacobson, Eric	Patrizia, Charles; Conboy, Kevin; Kahn, Marguerite; Voytek, Michael; Baiyeal, Douglas; Strupik, Iwona	NOH Debt Instruments--Flat Closing of MFC Acquisition
1512	Fed. R. Evid. 408	Letter	04/05/2006	John A. Reding, Esq.	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1513	Fed. R. Evid. 408	Letter	09/18/2006	John A. Reding, Esq.	Donald M. Hoerl, Laurie Metcalfe, Kurt L. Gottshall, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1514	Fed. R. Evid. 408	Letter	09/01/2006	John A. Reding, Esq.	Donald Hoerl, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1515	Fed. R. Evid. 408	Email attaching documents	12/20/2006	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall, Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1516	Fed. R. Evid. 408	Email attaching documents	01/04/2007	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall, Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1517	Fed. R. Evid. 408	Email attaching documents	01/24/2007	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall, Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1518	Fed. R. Evid. 408	Letter	02/06/2007	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission	John A. Reding Esq.; Edward Han Esq.		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1519	Fed. R. Evid. 408	Letter	03/01/2007	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission	John A. Reding Esq.		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A

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1520	ACP	Email	10/03/1993	Beatty, Kim	Austin, Bill; Harper, Colleen; Lopach, Dennis; Jacobsen, Eric; Drook, Gary; Fitzpatrick, John; Thompson, Mark; Hanson, Mike; Corcoran, Pat; Schrum, Roger; Harper, Wayne		PSC's letter to MT Budget Office (redacted)
1521		E-mail	09/26/2003	Whitney, Kate	Lopach, Dennis; Beatty, Kim		PSC & MOC choice of financial expert (redacted)
1522	ACP/AWP	E-mail and Attachment	11/19/2002	Schrum, Roger	Knapp, Tom		Updated Release
1523	ACP/AWP	E-mail and Attachment	11/18/2002	Schrum, Roger	Jacobson, Eric Hanson, Mike Knapp, Tom Orme, Kipp		Latest Draft of Flat Release
1524	ACP/AWP	E-mail and Attachment	11/14/2002	Gerrard, Nicole	Knapp, Tom Voytek, Michael Irving, Euclid Kline, Scott		FW: Going flat filing
1525	ACP/AWP	E-mail and Attachment	10/21/2002	Schrum, Roger	Gerrard, Roger Jacobson, Eric Young, Michael Lopach, Dennis Knapp, Tom	Orme, Kipp	Going Flat Draft Release
1526	ACP	E-mail	11/12/2002	Irving, Euclid A.	Knapp, Tom Voytek, Michael	Bayleal, Douglas Shawalter, Patricia Patrizia, Charles	Re: NOR Going Flat Reorganization
1527	ACP/AWP	E-mail and Attachment	11/12/2002	Gerrard, Nicole	Knapp, Tom	Voytek, Michael	Re: NOR Going Flat Reorganization
1528	ACP	E-mail	10/22/2002	Voytek, Michael	Schwittler, William Saks, Scott	Irving, Euclid Knapp, Tom	Northwestern Flat Structure Closing
1529	ACP/AWP	E-mail and attachment	10/22/2002	Irving, Euclid A.	Knapp, Tom Patrizia, Charles Voytek, Michael		Flat Closing Press release
1530	ACP/AWP	E-mail and Attachment	11/07/2002	McCarrock, James	Knapp, Tom		FW: Pro forma covenant
1531	ACP	E-mail and Attachments	11/13/2002	McCarrock, James	Knapp, Tom	Sachs, Orni	FW: Colstrip Project Agreements
1532	ACP	E-mail and Attachment	11/12/2002	Bohner, Conrnie	Knapp, Tom		FW: Engineer Certificate
1533	ACP	E-mail and Attachment	11/12/2002	Bayleal, Douglas	Dietrich, Alan	Knapp, Tom	Legal Opinion
1534	ACP	E-mail	11/12/2002	Orme, Kipp	Jacobson, Eric	Knapp, Tom	RE: Mellon Leasing

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1535 ACP	E-mail	E-mail and Attachment	11/12/2002	McCarick, James	Manton, Michael Diehrich, Alan Knapp, Tom Urnko, Lori		PW: Other Colstrip Opinion Issues
1536 ACP/AWP	E-mail and Attachment	E-mail and Attachment	11/19/2002	McCarick, James	Diehrich, Alan	Knapp, Tom	Revised Opinion
1537 ACP/AWP	E-mail and Attachment	E-mail and Attachment	11/19/2002	McCarick, James	Knapp, Tom		Draft Letter to GE and Mellon
1538 ACP/AWP	E-mail and Attachment	E-mail and Attachment	11/19/2002	McCarick, James	Nieman, Michael Whitesel, Kurt Knapp, Tom		RE: Draft D&T Letter
1539 ACP	E-mail	E-mail	11/19/2002	Hanson, Mike (CEO)	Knapp, Tom Michael, Nieman Whitesel, Kurt Knapp, Tom	Irving, Euclid Sachs, Omi Voytek, Michael Orme, Kipp	RE: Redraft of Hanson letter Confidential
1540 ACP	E-mail and Attachment	E-mail and Attachment	11/12/2002	Sachs, Omi	Manton, Michael	McCarick, James Knapp, Tom	Going Flat- Documents for Execution
1542 ACP/AWP	E-mail and Attachment	E-mail and Attachment	10/14/2002	Levin, Janice E.	Knapp, Tom Young, Michael	Jacobson, Eric Irving, Euclid Patrizia, Charles McCarick, James Belyeat, Douglas Voytek, Michael	Montana Restructuring
1543 ACP/AWP	E-mail and Attachment	E-mail and Attachment	12/02/2002	Staudinger, Gary	Irving, Euclid McCarick, James	Knapp, Tom Young, Michael Whitesel, Kurt	Draft Bond Application 167 B-19
1544 ACP	E-mail	E-mail	11/19/2002	Conboy, Kevin	Knapp, Tom Pollock, Thomas		Amendment to Credit Agreement
1545 ACP	E-mail	E-mail	11/15/2002	Conboy, Kevin	Knapp, Tom Voytek, Michael		RE: Credit Agreement
1546 ACP	E-mail	E-mail	11/13/2002	Conboy, Kevin	Knapp, Tom Voytek, Michael Irving, Euclid Shawalter, Patricia		PW: Amendment No. 3 Amendment to Credit Agreement
1547 ACP	E-mail	E-mail	11/04/2002	Conboy, Kevin	Knapp, Tom		
1548 ACP/AWP	E-mail and Attachment	E-mail and Attachment	10/29/2002	Conboy, Kevin	Knapp, Tom		PW: Going Flat under the Credit Agreement

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1549	ACP/AWP	E-mail and Attachment	10/28/2002	Corboy, Kevin	Orme, Kipp Jacobsen, Eric Knapp, Tom	Knapp, Tom Voytek, Michael Pollock, Thomas McCarlick, James	Going Flat, etc. Northwestern-Colsrip 4
1550	ACP	E-mail	11/08/2002	Sachs, Orni	Orme, Kipp McCarlick, James	Knapp, Tom	FW: Pro forma covenant Re: Pro forma covenant
1551	ACP/AWP	E-mail and Attachment	11/11/2002	McCarlick, James	Knapp, Tom	Orme, Kipp	FW: Pro forma covenant
1552	ACP	E-mail	11/11/2002	Orme, Kipp	Knapp, Tom	Orme, Kipp	FW: Pro forma covenant
1553	ACP/AWP	E-mail and Attachment	11/11/2002	McCarlick, James	Knapp, Tom	Orme, Kipp	FW: Pro forma covenant
1554	ACP/AWP	E-mail and Attachment	11/11/2002	McCarlick, James	Knapp, Tom	Orme, Kipp	FW: Pro forma covenant
1555	ACP/AWP	E-mail and Attachment	11/06/2002	Balyeat, Douglas	Monaghan, David A	Knapp, Tom	Opinions
1556	ACP/AWP	E-mail and Attachment	11/06/2002	Dietrich, Alan	Sachs, Orni	Knapp, Tom	Pollution Control Documents
1557	ACP/AWP	E-mail and Attachment	11/06/2002	Balyeat, Douglas	Monaghan, David A	Knapp, Tom	Pollution Control Documents
1558	ACP/AWP	E-mail and Attachment	10/09/2002	Sachs, Orni	Knapp, Tom Rufatto, Steven Karell, Alan Scott, Richard	Eucild, Irving Voytek, Michael McCarlick, James Showalter, Patricia	Northwestern-Pollution Control Revenue Bonds
1559	ACP/AWP	E-mail and Attachment	11/17/2002	McCarlick, James	Knapp, Tom	Orme, Kipp Knapp, Tom	FW: Debt Analysis Memo
1560	ACP/AWP	E-mail and Attachment		Sachs, Orni	Ng, Emilie	Orme, Kipp Knapp, Tom	RE: Bulletin: Northwestern Corp. restructures subsidiary NWE LLC
1561	ACP/AWP	E-mail and Attachment		Dietrich, Alan	Tribble, Kimberly (Kim) S.; Voytek, Michael	Knapp, Tom	RE: GMI Draft Officer's Certificate and Legal Opinion
1562	ACP/AWP	E-mail and Attachment	10/10/2002	Levin, Janice	Knapp, Tom	Voytek, Michael	Montana Structuring/Potential Amendment of NOR
1563	ACP	E-mail	10/10/2002	McCarlick, James	Knapp, Tom	Sachs, Orni	FW: Ratings Confirmation
1564	ACP/AWP	E-mail and Attachment	10/10/2002	McCarlick, James	Knapp, Tom	Sachs, Orni	Memo regarding leverage lease refinancing exposure
1565	ACP	E-mail	10/11/2002	Kindt, E	McCarlick, James Knapp, Tom Marion, Michael	FW: Coal Plant value	
1566	ACP/AWP	E-mail and Attachment	10/14/2002	Sachs, Orni	Knapp, Tom; Rufatto, Steve; Karell, Allan; alamey@crowleylaw.com; mdyra@crowleylaw.com	Irving, Eucild; Voytek, Michael; McCarlick, James; Showalter, Patricia	RE: Northwestern-Colsrip 4 leveraged leases

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1567	ACP/AWP	E-mail and Attachment	10/18/2002	Dietrich, Alan	Voytek, Michael Knapp, Tom		RE: Montana Restructuring-Courtesy Notice to Trustee under NOR's GMI
1568	ACP	E-mail	10/15/2002	Ivings, Euclid A.	Knapp, Tom	Voytek, Michael McCarriok, James Omri	RE: Fitch Downgrades NOR
1569	ACP	E-mail	10/14/2002	Orme, Kipp	Knapps Tom	Jacobson, Eric	RE: Ratings Confirmation
1570	ACP	E-mail	10/14/2002	Ivings, Euclid A.	Knapp, Tom		RE: Fitch Downgrades NOR
1571	ACP	E-mail	10/14/2002	Monaghan, David	Knapp, Tom		RE: Fitch Downgrades NOR
1572	ACP	E-mail	09/24/2002	McCarriok, James	akarell@crowley.com	Euclid, Ivings Knapp, Tom Voytek, Michael Sachs, Omri	Pollution Control Revenue Refunding Bonds Series 1933A and 1993B
1573	ACP	E-mail	08/29/2002	Knapp, Tom	Dietrich, Alan	Omri, Kipp	FW: MPC Natural Gas Funding Trust, 6.2% Transition Bonds
1574	ACP	E-mail	08/30/2002	Dietrich, Alan	Knapp, Tom	Jacobson, Eric	FW: MPC Natural Gas Funding Trust, 6.2% Transition Bonds
1575	ACP/AWP	E-mail and Attachment	09/25/2002	McCarriok, James	Knapp, Tom		Comments
1576	ACP	E-mail and Attachment	09/25/2002	Knapp, Tom	McCarriok, James		FW: QUIPS
1577	ACP/AWP	E-mail and Attachment	09/25/2002	Knapp, Tom	McCarriok, James		FW: First Mortgage
1578	ACP	E-mail	09/25/2002	Manton, Michael	Knapp, Tom		RE: Colstrip
1579	ACP	E-mail	09/26/2002	McCarriok, James	Knapp, Tom		FW: Colstrip Project Agreements
1580	ACP	E-mail	09/26/2002	Monaghan, David	Knapp, Tom; Orme, Kipp	McCarriok, James	RE: Colstrip 4 leveraged leases
1581	ACP	E-mail	09/26/2002	Barnes, Michael	Knapp, Tom		Re: Colstrip Project
1582	ACP/AWP	E-mail and Attachment	09/27/2002	Dietrich, Alan	Knapp, Tom		FW: Colstrip Lease Documents
1583	ACP/AWP	E-mail and Attachment	10/03/2002	Sachs, Omri	Knapp, Tom	McCarriok, James	NG Transition Bonds Northwestern In house Opinion
1584	ACP	E-mail and Attachment	10/03/2002	Dietrich, Alan	Knapp, Tom		FW: NG Transition Bonds Northwestern In house Opinion
1585	ACP/AWP	E-mail and Attachment	10/03/2002	Sachs, Omri	Knapp, Tom	McCarriok, James	RE: NG Transition Bonds Northwestern—Assignment and Assumption Agreement
1586	ACP/AWP	E-mail and Attachment	09/18/2002	Knapp, Tom	Monaghan, David A		RE: Colstrip 120 Day Notice Letter
1587	ACP/AWP	E-mail and Attachment	09/17/2002	Knapp, Tom	Dietrich, Alan; Orme, Kipp		FW: QUIPS
1588	ACP	E-mail	09/18/2002	Knapp, Tom	Piazzola, Mayann		RE: Colstrip 120 Day Notice Letter
1589	ACP	E-mail	08/28/2002	Knapp, Tom	Rushion, Lisa		RE: Dot Letter

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1590 ACP		E-mail	08/28/2002	Marion, Michael	Knaapp, Tom; Rushon, Lisa; snuffalow@crowleylaw.com		Re: Permits in NOH
1591 ACP/AWP		E-mail and Attachment	08/27/2002	Ruffalo, Steve	Knaapp, Tom; Walsh, Richard; Rushon, Lisa		RE: Dot Letter
1592 ACP/AWP		E-mail and Attachment	08/27/2002	Rushon, Lisa	Ruffalo, Steve; Walsh, Richard; Knaapp, Tom; Rushon, Lisa		Re: Dot Letter
1593 ACP		E-mail	08/16/2002	Rushon, Lisa	Walsh, Richard; Rushon, Lisa; Knaapp, Tom; Assay, Pat; Ruffalo, Steve; Marion, Michael		RE: Information for forest service & BLM Applications
1594 ACP		E-mail	08/15/2002	Tribble, Kimberly (Kim)	Knaapp, Tom	Irving, Euclid; Rushon, Lisa	Proposed form of license/permit notice
1595 ACP/AWP		E-mail and Attachment	08/13/2002	Rushon, Lisa	Knaapp, Tom; O'Leary, Barry; Walsh, Richard; Pat; Shea, Rose; Assay, Pat; Rushon, Lisa; Marion, Michael; Knaapp, Tom; McCarrick, James		Revised Table
1596 ACP		E-mail	08/03/2002	Knaapp, Tom	Walsh, Richard; Rushon, Lisa	Ralph, Pamela; Sanchez, Rosa	Re: Costs of permitting and licenses
1597 ACP		E-mail	10/11/2002	Kruid, E	McCarrick, James		RE: Summary of Key Terms from Colstrip Leverage Lease
1598 ACP/AWP		E-mail and Attachment	10/29/2002	Staudinger, Gary	McCarrick, James	Knaapp, Tom	Re: Draft Release Papers for NWE 1st Mortgage
1599 ACP		E-mail	10/29/2002	McCarrick, James	Knaapp, Tom	Irving, Euclid; Sachs, Onit	RE: Colstrip Project Agreement
1600 ACP		E-mail	10/29/2002	Sachs, Onit	Knaapp, Tom	McCarrick, James	Re: Northwestern/PCRB
1601 ACP/AWP		E-mail and Attachment	10/21/2002	McCarrick, James	Knaapp, Tom		Partial Release from 1st Mortgage
1602 ACP		E-mail	10/18/2002	McCarrick, James	Voytek, Michael	Sachs, Onit; Irving, Euclid; Knaapp, Tom	FW: PCRB 1993A and 1993B Loan Agreements
1603 ACP/AWP		E-mail and Attachment	10/17/2002	S. Tribble, Kimberly (Kim)	Knaapp, Tom	Irving, Euclid; McCarrick, James; Sachs, Onit; Conboy, Kevin; Voytek, Michael	Draft forms
1604 ACP/AWP		E-mail and Attachment	10/08/2002	Hong, Jennifer L.	Knaapp, Tom	Sachs, Onit; McCarrick, James	FERC Securities Application Drafts

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1605 ACP/AWP		E-mail and Attachment	10/09/2002	Hong, Jennifer L.	Whiteseal, Kurt; Dietrich, Alan; Knapp, Tom; Manion, Michael; Monaghan, David; Lopach, Dennis; Young, Michael	Patrizia, Charles; Gerrard, Nicole; Kline, Scott; Sachs, Omni; McCarrick, James; Voytek, Michael; Irving, Euclid	FERC Application for Assumption of MPC Debt Draft
1606 ACP		E-mail	10/10/2002	Hong, Jennifer L.	Staudinger, Gary; Knapp, Tom; Mannion, Michael	Lopach, Dennis; Corcoran, Patrick; Chase, Nedra	RE: FERC Application for Assumption of MPC Debt
1607 ACP		E-mail	10/10/2002	Hong, Jennifer L.	Knapp, Tom		RE: FERC Application for Assumption of MPC Debt
1608 ACP		E-mail	10/10/2002	Hong, Jennifer L.	Knapp, Tom		RE: FERC Application for Assumption of MPC Debt
1609 ACP		E-mail	10/22/2002	Irving, Euclid A.	Knapp, Tom		FW: NOR FERC Application
1610 ACP		E-mail	10/16/2002	Hong, Jennifer L.	Knapp, Tom		RE: Revised FERC Securities Application
1611 ACP		E-mail	10/16/2002	Lopach, Dennis	Hong, Jennifer		RE: Revised FERC Securities Application
1612 ACP/AWP		E-mail and Attachment	10/14/2002	Staudinger, Gary	Hong, Jennifer	Knapp, Tom Manion, Michael Lopach, Dennis Nedra Patrick Chase, Corcoran,	Assumption of Liabilities Document
1613 ACP/AWP		E-mail and Attachment	11/12/2002	Sachs, Omni	Bohner, Corinne	Hanson, Mike Knapp, Tom McCarrick, James Voytek, Michael Shewalter, Patricia	Going Flat- Documents for Execution
1614 ACP/AWP		E-mail and Attachment	11/12/2002	Sachs, Omni	Jacobson, Eric	Hanson, Mike Knapp, Tom McCarrick, James Voytek, Michael Shewalter, Patricia Nieman, Michael Knapp, Tom	Going Flat- Documents for Execution
1615 ACP		E-mail	11/13/2002	McCarrick, James	Orme, Kipp	Irving, Euclid	RE: Pro forma for Northwestern Going Flat Transaction
1616 ACP/AWP		E-Mail and Attachment	10/07/2002	Irving, Janice	Knapp, Tom; Young, Michael; Jacobson, Eric; Irving, Euclid; Patrizia, Charles; McCarrick, James; Balyeat, Douglas; Voytek, Michael		Montana Restructuring
1617 ACP/AWP		E-mail and Attachment	10/22/2002	Rufato, Steve	Knapp, Tom; Voytek, Michael; Sachs, Omni; McCarrick, James		Transfer Agreement
1618 ACP		E-mail	10/21/2002	Rufato, Steve	Knapp, Tom; Voytek, Michael		Back to Back Agreement
1619 ACP		E-mail	10/28/2002	Trubbe, Kimberly (Krm)	Young, Michael	Irving, Euclid Voytek, Michael Knapp, Tom	Employee Secondment Agreement
1620 ACP/AWP		E-mail and Attachment	11/04/2002	Balyeat, Douglas	Rufato, Steve; Knapp, Tom; Devos, Michael	Irving, Euclid Voytek, Michael	Going Flat Transaction

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1621 ACP		E-mail	11/12/2002	Ruffalo, Steve	Balyeat, Douglas; Showalter, Patricia; Krapp, Tom	McCarick, James Voytek, Michael Sachs, Orit	RE: Going Flat Transaction--Documents
1622 ACP		E-mail	11/11/2002	Ruffalo, Steve	Showalter, Patricia; Krapp, Tom	McCarick, James; Voytek, Michael; Sachs, Orit; Balyeat, Douglas	RE: Going Flat Transaction--Documents
1623 ACP/AWP		E-mail and Attachment	11/15/2002	Balyeat, Douglas	Lopach, Dennis		Revised Transfer Agreement
1624 ACP		E-mail	11/18/2002	Balyeat, Douglas	Krapp, Tom		Re: Going Flat work
1625 ACP		E-mail	11/05/2002	Showalter, Patricia	Manton, Michael	Krapp, Tom	Re: Stock Certificates